

G. LARRY ENGEL (SBN 53484)
ENGEL LAW, P.C.
 12116 Horseshoe Lane
 Nevada City, CA 95959
 Phone: 415.370.5943
 Email: larry@engeladvice.com

MARK GORTON (SBN 099312)
 THOMAS G. MOUZES (SBN 099446)
BOUTIN JONES INC.
 555 Capitol Mall, Suite 1500
 Sacramento, CA 95814
 Phone: 916.321.4444
 Fax: 916.441.7597
 Email: mgorton@boutinjones.com

JESSICA R. MULLAN (SBN 263435)
 General Counsel
SONOMA CLEAN POWER AUTHORITY
 50 Santa Rosa Avenue, Fifth Floor
 Santa Rosa, CA 95404
 Phone: 707.890.8485
 Email: jmullan@sonomacleanpower.org

Attorneys for Creditor and Party-in-Interest
SONOMA CLEAN POWER AUTHORITY

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

<p>In re</p> <p>PG&E CORPORATION</p> <p>-and-</p> <p>PACIFIC GAS AND ELECTRIC COMPANY</p> <p>Debtors.</p> <p><input type="checkbox"/> Affects PG&E Corporation</p> <p><input type="checkbox"/> Affects Pacific Gas and Electric Company</p> <p><input checked="" type="checkbox"/> Affects both Debtors.</p> <p>* All papers shall be filed in the Lead Case No. 19-30088 DM</p>	<p>) Case Nos. 19-30088 DM (Lead Case)</p> <p>) 19-30089 DM</p> <p>) Chapter 11</p> <p>) Jointly Administered</p> <p>) SONOMA CLEAN POWER AUTHORITY'S</p> <p>) RESERVATION OF RIGHTS AND</p> <p>) STATEMENT CONCERNING:</p> <p>) a) AD HOC NOTEHOLDERS MOTION TO</p> <p>) LIMIT EXCLUSIVE PERIOD (Docket</p> <p>) 2741),</p> <p>) b) AD HOC SUBROGATION GROUP</p> <p>) MOTION TO LIMIT EXCLUSIVE</p> <p>) PERIOD (Docket 3147),</p> <p>) c) TORT CLAIMANTS COMMITTEE</p> <p>) MOTION FOR RELIEF FROM STAY</p> <p>) REGARDING THE TUBBS FIRE (Docket</p> <p>) 2904),</p> <p>) d) AD HOC SUBROGATION GROUP</p>
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1) **MOTION FOR RELIEF FROM STAY**
2) **REGARDING THE TUBBS FIRE** (Docket
3 e) **DEBTORS MOTION TO ESTABLISH**
4) **WILDFIRE CLAIMS ESTIMATION**
5) **PROCEDURES** (Docket 3091)

6) Date: August 13, 2019 as to (a) and (b)
7) August 14, 2019 as to (c), (d) and (e)
8) Time: 9:30 a.m.
9) Courtroom: 17
10) Place: 450 Golden Gate Ave., 16th Floor
11) San Francisco, CA 94102
12) Judge: Hon. Dennis Montali
13) Appearance counsel: G. Larry Engel
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1 A. **Introduction**

2 Sonoma Clean Power Authority (“SCPA”), a California joint powers authority,¹ a
3 community choice aggregator (“CCA”) and a governmental unit, reserves its right to participate in
4 the debate expected to occur about the future course of this Chapter 11 case at the hearings on
5 pending motions (together the “**Motions**”) by (a) the Ad Hoc Noteholders to end exclusivity for their
6 competing plan of reorganization (Docket 2741), (b) the Ad Hoc Subrogation Group to end
7 exclusivity for their competing plan of reorganization (Docket 3147) (and the similar effort expected
8 soon from the Official Committee of Tort Claimants (“TCC”)) ((a) and (b) collectively referred to as
9 the “**Competing Plan Motions**,”), (c) the TCC for the Tubbs fire relief from stay (Docket 2904),
10 (d) the Ad Hoc Subrogation Group for the Tubbs fire relief from stay (Docket 2863) ((c) and (d)
11 collectively referred to as the “**Tubbs Jury Trial Motions**”), and (e) PG&E regarding its proposed
12 wildfire claims estimation procedures (Docket 3091)(the “**PG&E Estimation Motion**”). SCPA
13 requests the opportunity to be heard at the hearings as may be necessary to defend its rights and to
14 share its experienced views about the best future course to a successful and appropriate resolution
15 for this case.² SCPA also shares and incorporates the concerns, including those related to estimation,
16 that SCPA expects to be expressed by the California State Agencies represented by the Attorney
17 General.

18 The Motions will have an impact on SCPA’s rights and interests in ways that cannot be
19 accurately or fully predicted from the Motions themselves or from the concurrent responses thereto.
20 SCPA’s concerns relative to the Motions are best addressed now, rather than deferring them until
21 later in the process when the rush to the AB 1054 deadline may not allow sufficient due process of
22 fair resolutions.

23
24 ¹ The governmental units that are members of the SCPA joint powers authority are Cloverdale, Cotati,
25 Petaluma, Santa Rosa, Rohnert Park, Sebastopol, Sonoma, Sonoma County (unincorporated areas), Windsor,
26 Fort Bragg, Willits, Point Arena, and Mendocino County (unincorporated areas). (Declaration of Geoffrey G.
27 Syphers, ¶ 7, Docket 67)

28 ² As stated in our previous Reservation of Rights on this topic that is incorporated herein by reference
(Docket 3009), the CCA Parties have a useful contribution to add to these discussions, because: (1) SCPA and
other CCAs are active participants in this case and in related forums, (2) our knowledgeable experts can help
inform the court’s decision-making, (3) the CCA Parties’ knowledge of and opinions on proposals and
commentary in other forums can provide the court with important context and information, and (4) any plan
of reorganization will have significant impacts on the SCPA and other CCAs.

B. Whether by a PG&E Plan or a Competing Plan, the Parties in Interest Need Real Solutions to PG&E's Real Problems

All creditors and other parties in interest should insist that any reorganization plan for PG&E should offer the best solutions for critical safety and performance issues. That is where the competition should focus: how to restore the best possible and cost-effective utility service. There are many parties in interest, including CCAs, who could help a reorganized PG&E to confront the continuing dangers and service challenges going forward through a qualified and compatible plan. Useful collaboration is required for best results in this case, whether through a competing plan or otherwise as the way to maximize the opportunity for maximum benefits for creditors in the ways least likely to provoke a backlash from the beneficiaries of the public trust that reorganized PG&E must either faithfully serve in the future or else fail in its operational fiduciary mission. Collaboration from relevant governmental units, like CCAs, could not only improve plan benefits for creditors and other stakeholders, but also could far more quickly improve the utility's safety and long-term performance cost-effectively.

PG&E's public safety power shut off ("PSPS") program is an example of the reorganized utility's present and future challenges of avoiding fire risk consistent with fair and appropriate continuing service and performance that minimizes the occurrence and duration of PSPS blackouts to the maximum extent possible. Customers who suffer excessive of unreasonable PSPS blackouts may then perceive themselves as new creditors on account of blackouts (whether or not legally correct). Applying the best practices (*e.g.*, SDG&E's emphasis on undergrounding) to lessen the need for blackouts without shifting avoidable burdens of the troubled system to those customers should be a reorganization objective shared by all.

As an analogy, consider a Chapter 11 scenario in which a mine owner has neglected safety and performance issues, ultimately resulting in the overflow of toxic mine water to poison the adjacent river and town. The mine owner continues to operate and has to decide in its plan what is the best solution to avoid or minimize further discharges of toxic water from the mine, especially since the increasing storm threats are ever more likely to threaten to wash out the dam in the mine and again harm the river and the town. The mine's equity holders advocate the cheapest, most

1 expedient route to attempting to mitigate the unsafe situation by just damming the toxic water up in
2 part of the mine with an overflow and evaporation backup pond. This imperfect solution is favored
3 by such equity holders because more expensive solutions would diminish their equity and in the
4 short run. Other parties in interest, including the affected community and some forward-looking
5 creditors counter that the priority should be on minimizing the risk of further toxic discharges during
6 storms while building a water treatment plant to actually solve the toxic problem. So, taking into
7 account the predictable, regular rainstorms that will flood the mine and threaten to wash out the
8 inside dam and backup pond, again poisoning the river and town, how should the debtor mine's plan
9 solve the problem?

10 By choosing the cheap, expedient but incomplete and flawed solution advocated by equity,
11 the mine owner would be simply gambling and deferring the problem, and instead would keep
12 creating a situation where the mine contends that it has no choice but to release additional toxic
13 water into the river and avoid the greater harm of another, bigger dam washout. The alternative
14 favored by the community at risk and the creditors wisely worried about the impact of post-petition
15 claims, is instead a durable solution to address the problem by building a water treatment plant that
16 makes the overflow water safer for later spills. This would avoid even greater additional harms and
17 more post-petition claims. Putting aside the legal and moral questions arising from the mine owner's
18 conduct, the solution is obvious if one considers all the direct and indirect costs and burdens. For
19 example, continuing to poison the river and town itself would create not only more claims but also
20 lasting business problems for the future mine operations in terms of its relationships and coexistence
21 with the people and communities harmed by that conduct, as well as the political and financial
22 ramifications to the mine and its owners as those people and communities react and attract other
23 allies to their cause. One of the many questions arising from that example is this: is a competing plan
24 needed in order to persuade the debtor to do the right thing?

25 PG&E's PSPS blackouts may enable it to avoid causing more fires from a system that has
26 become unsafe to operate on hot and dry days when the wind blows; however, excessive PSPS
27 blackout "solutions" themselves could create liability, customer relations, political and other
28 problems that should be avoided to the maximum extent possible, such as by more undergrounding

(the analogy to the water cleaning plant instead of dam pressure releases of toxic water). Unlike the mass tort cases on which PG&E is expected to model its plan, the reorganized PG&E will have ongoing relationships with the customers, communities, and other people who it will inevitably provoke with its PSPS program, some of whom have already suffered from the fires. Any plan of reorganization should avoid to the maximum extent possible any such provocative PSPS blackouts, especially in the CCA territories where the worst blackouts are now predicted by PG&E. A wise competing plan could substantially mitigate such PG&E liabilities and problems with the best solutions, rather than the cheapest ones favored by equity. It is especially important for any plan to avoid creating a legal battle at confirmation over excessive plan injunctions and discharge theories that would be certain to increase all sorts of political and other complications for reorganized PG&E in the future.

C. The Court's Responses to the Motions Will Significantly Implicate PG&E's Ability to Successfully Emerge from Chapter 11 and Operate Going Forward

The Court's response to the Motions has significant strategic implications for all parties in this case. As the Court observed, the Motions are complex and interrelated. Rather than getting caught in the predicted jam of objectionable estimation and other disputes near the end of any PG&E or other plan process, the process should ensure that substantive issues are timely addressed in a fair and transparent process without an end-game scrum/jam, consistent with the desire to stay on track with AB 1054 deadlines. In addition to the specific objections raised in other filings, the Court, in practical terms, identified at a prior hearing a "New York Times Test" for how the headlines will read. Apply that test to these Motions. Chronic problems could long haunt the reorganized PG&E unless the estimation process is not only fair and reasonable, but is also perceived as such both by those whose claims are estimated, as well as by their communities and allies in government. Any objectionable estimation or other process or related plan terms could create enduring problems for the future of reorganized PG&E. The New York Times headlines will report on the complaints of such parties in interest about the customary victim/creditor grievances, such as underestimations, or underfunded trusts that depress victim recoveries in favor of equity windfalls, or such as excessive PSPS blackouts that could have been handled better with less harmful impacts. A wise plan will

1 avoid such headlines that will continue to echo into the future as the problems and their impacts
2 continue.

3 **D. The Estimation Process Must Account for PG&E Admissions and Decisions**
4 **Against PG&E in Other Forums**

5 Estimation must also begin from a base of established reality, treating admissions by PG&E
6 and decisions against PG&E in other forums as if they were made in this case. The obvious truths
7 have been to at least some extent admitted and determined in many different contexts and forums.³ It
8 should not be necessary for those trying to estimate claims or trust funding values to have to re-
9 litigate those matters which PG&E cannot fairly contest because of other its various admissions,
10 unappealed rulings, and evidence in other forums. That would only subject PG&E victims and other
11 creditors to unfair burdens, inconsistent rulings and alternative realities, and unnecessary court
12 delays and disputes.

13 PG&E admissions and related evidence are scattered across multiple regulatory agencies and
14 forums. Those materials should be made available to all creditors in this bankruptcy in a manner
15 that's easy to access without provocative, expensive resistance from PG&E. Any fair claim
16 estimation or plan process should require PG&E to compile all that evidence, admissions, rulings,
17 findings, data, and other material in one well-indexed place for citation and use by any creditor
18 without any more restrictions, secrecy or other burdens than what already attaches to that evidence
19 and other things in those other forums. This includes all the depositions, document productions, and
20 other discovery, pleadings, filings, and rulings in the many relevant court and CPUC litigations and
21 FERC proceedings involving PG&E, as well as including what PG&E has shared with the
22 Legislature, the Governor, the Fire Commission, its probation court or monitor, and otherwise. It is
23 not appropriate to resist claims on a basis that could be readily defeated by estimation targets, if they
24 knew of, or could readily access, PG&E's admissions or important evidence in other cases or
25 proceedings or forums.

26
27 ³ See Pacific Gas and Electric Company's Response to Request for Information, *United States of America v.*
28 *Pacific Gas and Electric Company*, Case 3:14-cr-00175-WHA, Docket 1078 (N.D. Cal., filed July 31, 2019),
of which judicial notice is requested.

1 As the TCC discovery dispute motions in this case have demonstrated (and as many of us
2 learned the hard way in the last PG&E bankruptcy), it is a slow, hard and expensive challenge to
3 obtain meaningful discovery from PG&E by conventional discovery methods. The Court could
4 simply require some cost-effective justice by directing the sharing and use of what has already been
5 filed, produced or accomplished in such other cases, proceedings, and forums. This would also
6 reduce the fights over claims, Disclosure Statements, and plans, as a cost-effective attempt at
7 discovery that would otherwise be too slow, expensive and burdensome to achieve any other way for
8 use before the AB 1054 deadline.

9 **E. Scheduling Needs to Provide for a Fair Process for Other Foreseeable Disputes.**

10 Since the beginning of the case, PG&E has reserved the right to attempt to reject CCA
11 service agreements at the end of the case. CCAs have repeatedly attempted to meet and confer with
12 PG&E to resolve assumption of CCA Service Agreements, which all parties should want to be
13 assumed and which could not be rejected in any event (*see* SCPA' Statement of Support for Public
14 Programs Motion, Docket 66), although that mere dispute could itself be unhelpful to business and
15 CCA customers. Fortunately, at page 9 of the PG&E recent objection to the Ad Hoc Subrogation
16 Group's exclusivity termination motion (Docket 3388), PG&E now describes its plan as assuming
17 the CCAs' Service Agreements. While SCPA prefers to achieve that result sooner, SCPA considers
18 this to be a positive step forward by PG&E. SCPA hopes it is a sign of more cooperation to come.
19 SCPA will need such additional cooperation from PG&E, because, among other chronic problems
20 PG&E is creating for CCAs and other governmental units, are the PSPS blackouts that not only harm
21 CCA customers, but also prevent CCAs from properly providing those customers with the renewable
22 energy that CCAs have already purchased on behalf of those customers.

23 Difficulties with inappropriate PSPS related conduct already exist. For instance, PG&E has
24 resisted sharing with CCAs essential PSPS blackout information needed by our common
25 CCA/PG&E customers without an onerous and counter-productive NDA, inappropriate for public
26 entities like SCPA, because PG&E was frustrated by CCAs' constructive feedback on PG&E's PSPS
27
28

1 events.⁴ SCPA's customers and territory communities will be on the receiving end of some of the
 2 worst of the coming PSPS blackouts.⁵ PG&E's competitive ambitions cannot be allowed to obstruct
 3 public safety again. Moreover, any kind of discrimination against CCAs and their customers,
 4 especially in respect of PSPS blackouts, including the speed of restarts, to the extent they occur,
 5 would be a serious matter for which PG&E would also be accountable. As the court may remember
 6 from the last bankruptcy, where the reality of targeted transmission/distribution constraints to
 7 municipal utilities was partially litigated, PG&E blaming its own system flaws for its need for
 8 excessive PSPS blackouts may end up adding to the question of why transmission/distribution
 9 problems sometimes seem greater in CCA territories.

10 SCPA would like to avoid having to both assume that the worst is coming, and to prepare
 11 defenses and counters before that AB 1054 deadline becomes a time constraint. However, if those
 12 hopes are not achieved, whatever processes the Court schedules into its calculations for meeting that
 13 deadline with competing plans, SCPA suggests that the Court take into account the needs and desires
 14 of CCAs and other expected PG&E targets to resolve such issues in time to avoid getting caught in
 15 PG&E's strategic scrum while the clock runs out.

16 **F. Conclusion**

17 SCPA expects that the hearings on August 13 and 14, 2019, will be a critical part of the
 18 process for the best, feasible reorganization of PG&E by some appropriate plan. As a result, SCPA
 19 reserves the right to participate in that discussion. If SCPA can usefully add important data or correct

20 _____
 21 ⁴ The point of sharing information with CCAs and others is to help amplify PG&E's messages concerning
 22 PSPS with shared PG&E and CCA customers who contact SCPA, other CCAs or governmental units.
 23 PG&E's NDA obstructs CCA and other governmental units for no good cause. By refusing to include CCAs
 24 as part of the group of governmental units fully informed of the details of PSPS blackouts, PG&E is
 25 magnifying public relations problems. For example, PG&E expects the worst PSPS blackouts to hit SCPA's
 26 territory, and what does PG&E expect SCPA to tell the upset customers who call for critical information?
 27 "Sorry, but PG&E declines to share with us the information you customers need and reasonably expect?" Or
 28 does PG&E want to try to shift its problem to SCPA? Whatever the PG&E theory for such public trust service
 disappointment, no one will regard PG&E's stated "market manipulation" concerns to be anything more than
 a pretext.

⁵ Every time PG&E pulls the PSPS blackout switch, CCA customers cannot receive the renewable, GHG-free
 power that CCAs purchased for them, transferring the loss caused by PG&E to CCAs and their customers,
 SCPA fears, disproportionately, since PG&E does not profit as significantly as it desires from electric power
 distributed in CCA territory.

erroneous contentions as they arise, it would like to be able to do so as the discussions become relevant to its core concerns.

DATED: August 7, 2019.

RESPECTFULLY SUBMITTED,

ENGEL LAW, P.C.

By: /s/ G. Larry Engel
G. Larry Engel

-and-

BOUTIN JONES INC.

Mark Gorton

-and-

SONOMA CLEAN POWER AUTHORITY

Jessica R. Mullan, General Counsel

*Attorneys for Creditor and Party-in-Interest, SONOMA
CLEAN POWER AUTHORITY*

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CERTIFICATE OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On August 7, 2019, I served the within:

(1) SONOMA CLEAN POWER AUTHORITY'S RESERVATION OF RIGHTS AND STATEMENT CONCERNING:

(a) AD HOC NOTEHOLDERS MOTION TO LIMIT EXCLUSIVE PERIOD (Docket 2741),

(b) AD HOC SUBROGATION GROUP MOTION TO LIMIT EXCLUSIVE PERIOD (Docket 3147),

(c) TORT CLAIMANTS COMMITTEE MOTION FOR RELIEF FROM STAY REGARDING THE TUBBS FIRE (Docket 2904),

(d) AD HOC SUBROGATION GROUP MOTION FOR RELIEF FROM STAY REGARDING THE TUBBS FIRE (Docket 2863) and

(e) DEBTORS MOTION TO ESTABLISH WILDFIRE CLAIMS ESTIMATION PROCEDURES (Docket 3091)

☒

(by e-mail transmission) on all parties listed on the attached **Exhibit A**, based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth on the attached service list, **Exhibit A**.

☒

(by mail) on all parties listed on the attached **Exhibit B** in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on August 7, 2019, at Sacramento, California.


GLORIA M. NICKOLAS

Exhibit A

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to Mirna Trettevik, including Other Fire Victim Tort Claimants	ADLER LAW GROUP, AP/C	Attn: E. Elliot Adler, Esq., Geoffrey E. Marr, Esq., & Omeed Latifi, Esq.	402 West Broadway, Ste. 860		San Diego	CA	92101	EAdler@TheAdlerFirm.com gemarr59@hotmail.com bzsummer@TheAdlerFirm.com olatifi@theadlerfirm.com EAdler@TheAdlerFirm.com gemarr59@hotmail.com bzsummer@TheAdlerFirm.com olatifi@theadlerfirm.com
Counsel for Mirna Trettevik, including other Fire Victim Tort Claimants	ADLER LAW GROUP, AP/C	Attn: E. Elliot Adler, Geoffrey E. Marr, Brittany S. Zummer, Omeed Latifi	402 West Broadway	Suite 860	San Diego	CA	92101	RASymm@aeraenergy.com
Counsel for Aera Energy LLC, Midway Sunset Congeneration Company	Aera Energy LLC	Attn: Ron A. Symm	10000 Ming Avenue 601 West Fifth Street, Suite 300		Bakersfield	CA	93311	
Counsel to TRANSWESTERN PIPELINE COMPANY, LLC	AKERMAN LLP	Attn: EVELINA GENTRY Attn: JOHN E. MITCHELL and YELENA ARCHIVAN	2001 Ross Avenue, Suite 3600		Los Angeles	CA	90071	evelina.gentry@akerman.com yelena.archivan@akerman.com john.mitchell@akerman.com
Counsel to TRANSWESTERN PIPELINE COMPANY, LLC	AKERMAN LLP				Dallas	TX	75201	
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Ashley Vinson Crawford	580 California Street	Suite 1500	San Francisco	CA	94104	avcrawford@akingump.com
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: David P. Simonds	1999 Avenue of the Stars	Suite 600	Los Angeles	CA	90067	dsimonds@akingump.com mstamer@akingump.com idizengoff@akingump.com dbotter@akingump.com shiggins@andrewsthornton.com jct@andrewsthornton.com aa@andrewsthornton.com Beth.Brownstein@arentfox.com Jordana.Renert@arentfox.com
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Ira S. Dizengoff, David H. Botter	One Bryant Park		New York	NY	10036	
Counsel to Agaljanian, Inc.	ANDREWS & THORNTON	Attn: Anne Andrews, Sean T. Higgins, and John C. Thornton	4701 Von Karman Ave	Suite 300	Newport Beach	CA	92660	
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	ARENT FOX LLP	Attn: Andrew I. Siffen, Beth M. Brownstein, Jordana L. Renert Attn: Andy S. Kong and Christopher K.S. Wong	1301 Avenue of the Americas 555 West Fifth Street	42nd Floor 48th Floor	New York Los Angeles	NY CA	10019 90013-1065	andy.kong@arentfox.com christopher.wong@arentfox.com
Counsel for Genesys Telecommunications Laboratories Inc.	ARENT FOX LLP				Los Angeles	CA	90013-1065	
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	ARENT FOX LLP	Attn: Aam Ordubegian Attn: Brian Lohan, Esq., Steven Fruchter, Esq.	555 West Fifth Street 250 West 55th Street One AT&T Way, Room 3A115	48th Floor	Los Angeles New York Bedminster	CA NY NJ	90013-1065 10019 07921	Aam.Ordubegian@arentfox.com brian.loan@arnoldporter.com steven.fruchter@arnoldporter.com jg5786@att.com
Counsel for AT&T	AT&T	Attn: James W. Grudus, Esq.	3A115		Bedminster	NJ	07921	
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, DANETTE VALDEZ, and ANNABEL ALMENDRAS	455 Golden Gate Avenue	Suite 11000	San Francisco	CA	94102-7004	Danette.Valdez@doj.ca.gov Annadel.Almendras@doj.ca.gov
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER	1515 Clay Street, 20th Floor	P.O. Box 70550	Oakland	CA	94612-0550	James.Potter@doj.ca.gov Margarita.Padilla@doj.ca.gov
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER	300 South Spring Street	Suite 1702	Los Angeles	CA	90013	James.Potter@doj.ca.gov
Counsel to California State Agencies	Attorney General of California	Attn: MARTHA E. ROMERO	12518 Beverly Boulevard		Whittier	CA	90601	marthaeromerolaw@gmail.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Official Committee of Tort Claimants	BAKER & HOSTETLER, LLP	Attn: Eric E. Sagerman, Lauren T. Attard	11601 Wilshire Blvd.	Suite 1400	Los Angeles	CA	90025-0509	esagerman@bakerlaw.com lattard@bakerlaw.com
Counsel for Official Committee of Tort Claimants	BAKER & HOSTETLER, LLP	Attn: Robert A. Julian, Cecily A. Dumas	1160 Battery Street	Suite 100	San Francisco	CA	94111	rjulian@bakerlaw.com cdumas@bakerlaw.com
Counsel for NRG Energy Inc., Cleaaway Energy, Inc., and Cleaaway Energy Group LLC	Baker Botts L.L.P.	Attn: C. Luckey McDowell, Ian E. Roberts, Kevin Chiu	2001 Ross Avenue	Suite 1000	Dallas	TX	75201	Luckey.McDowell@BakerBotts.com ian.Roberts@BakerBotts.com Kevin.Chiu@BakerBotts.com
Counsel for NRG Energy Inc., Cleaaway Energy, Inc., and Cleaaway Energy Group LLC	Baker Botts L.L.P.	Attn: Navi S. Dhillion	101 California Street	Suite 3600	San Francisco	CA	94111	Navi.Dhillion@BakerBotts.com
Counsel for Phillips and Jordan Counsel for Phillips and Jordan, Inc., Counsel for APTIM, Counsel for TTR Substations, Inc., Counsel for Snelson Companies, Inc.	Baker, Doneison, Bearman, Caldwell & Berkowitz, PC	Attn: John H. Rowland	211 Commerce Street	Suite 800	Nashville	TN	37201	jrowland@bakerdoneison.com
URENCO Limited and Louisiana Energy Services, LLC	Ballard Spahr LLP	Attn: Lacey E. Rochester, Jan M. Hayden	201 St. Charles Avenue, Suite 3600		New Orleans	LA	70170	lrcochester@bakerdoneison.com jhayden@bakerdoneison.com
Counsel to Campos EPC, LLC	Ballard Spahr LLP	Attn: Brian D. Huben	2029 Century Park East	Suite 800	Los Angeles	CA	90067-2909	hubenb@ballardspahr.com
Counsel for Realty Income Corp., Counsel for Discovery Hydrovac	BALLARD SPAHR LLP	Attn: Brian D. Huben, Esq. Attn: Craig Solomon Ganz, Michael S. Myers	2029 Century Park East	Suite 800	Los Angeles	CA	90067-2909	hubenb@ballardspahr.com ganzc@ballardspahr.com myersms@ballardspahr.com
URENCO Limited and Louisiana Energy Services, LLC	BALLARD SPAHR LLP	Attn: Matthew G. Summers	1 East Washington Street	Suite 2300	Phoenix	AZ	85004-2555	summersm@ballardspahr.com
Counsel to Campos EPC, LLC	BALLARD SPAHR LLP	Attn: Theodore J. Hartr, Esq.	919 North Market Street	11th Floor Suite 2300	Wilmington	DE	19801	summersm@ballardspahr.com
Counsel for Bank of America, N.A.	Bank of America	Attn: John McCusker	1225 17th Street	Suite 2300	Denver	CO	80202	hartrt@ballardspahr.com
Counsel for Creditors Public Entities Impacted by the Wildfires	Baron & Budd, P.C.	Attn: Scott Summy, John Fiske	Mail Code: NV1-100-21-01 3102 Oak Lawn Avenue #1100	One Bryant Park	New York	NY	10036	john.mccusker@bami.com ssummy@baronbudd.com jfiske@baronbudd.com tmccurmin@bkolaw.com
Counsel for City of Morgan Hill	Barton, Kilgman & Oetting LLP	Attn: Terry L. Higham, Thomas E. McCurnin, Christopher D. Higashi	350 South Grand Avenue, Suite 2200		Los Angeles	CA	90071-3485	thigham@bkolaw.com
Counsel for Dan Clarke	BELVEDERE LEGAL, PC	Attn: Matthew D. Metzger	1777 Borel Place	Suite 314	San Mateo	CA	94402	belvederelegal@gmail.com
Counsel for Infosys Limited, Counsel for ACRT, Inc.	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	Attn: Kevin M. Capuzzi, Michael J. Barrie	222 Delaware Avenue	Suite 801	Wilmington	DE	19801	kcappuzi@beneschlaw.com mbarrie@beneschlaw.com
Counsel for Infosys Limited, Counsel for ACRT, Inc.	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	Attn: Krista M. Enns	555 California Street	Suite 4925	San Francisco	CA	94104	kenns@beneschlaw.com
Counsel for Nationwide Entities	Berger Kahn, a Law Corporation	Attn: Craig S. Simon	1 Park Plaza, Suite 340		Irvine	CA	92614	csimon@bergerkahn.com
Counsel for Subrogation Insurers	Berger Kahn, a Law Corporation	Attn: Craig S. Simon	1 Park Plaza, Suite 340		Irvine	CA	92614	csimon@bergerkahn.com
Counsel for Valley Clean Energy Alliance	BEST BEST & KRIEGER LLP	Attn: Harriet Steiner	500 Capitol Mall	Suite 1700	Sacramento	CA	95814	harriet.steiner@bklaw.com
Counsel for ChargePoint, Inc., Counsel to Almandariz Consulting, Inc.	BINDER & MALTER, LLP	Attn: Michael W. Walter, Robert G. Harris, Heinz Binder	2775 Park Avenue		Santa Clara	CA	95050	rob@bindermalter.com
Counsel to Creditor American Construction and Supply, Inc.	BLOOMFIELD LAW GROUP, INC., P.C.	Attn: Neil J. Bloomfield	901 E St., Suite 100		San Rafael	CA	94901	njbloomfield@njlaw.com
Counsel for Creditor and Party-In-Interest Sonoma Clean Power Authority	Boutin Jones Inc.	Attn: Mark Gorton	555 Capital Mall	Suite 1500	Sacramento	CA	95814	mgorton@boutinjoness.com
Counsel to unsecured asbestos personal injury creditor Everett Freeman Wainig, Jr.	BRAYTON-PURCELL LLP	Attn: Alan R. Brayton, Esq. and Bryn G. Letsch, Esq.	222 Rush Landing Road	P.O. Box 6169	Novato	CA	94948-6169	bletsch@braytonlaw.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for MDR Inc. (dba Accu-Bore Directional Drilling), Veteran Power, Inc. Counsel to Frase Enterprises, Inc. dba Kortick Manufacturing Company	Brothers Smith LLP	Attn: Mark V. Isola	2033 N. Main Street	Suite 720	Walnut Creek	CA	94596	misola@brothersmithlaw.com
Counsel for California Community Choice Association, Counsel for Oracle America, Inc.	Brunetti Rougeau LLP	Attn: Gregory A. Rougeau	235 Montgomery Street	Suite 410	San Francisco	CA	94104	grougeau@brlawsf.com
California Public Utilities Commission	Buchalter, A Professional Corporation	Attn: Valerie Bantner Peo, Shawn M. Christianson	55 Second Street	17th Floor	San Francisco	CA	94105-3493	schristianson@buchalter.com vbantnerpeo@buchalter.com
Counsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	California Public Utilities Commission	Attn: Arocles Aguilar	505 Van Ness Avenue		San Francisco	CA	94102	arocles.aguilar@cpuc.ca.gov
Counsel to Liberty Mutual Insurance Company	CHEVRON PRODUCTS COMPANY, A DIVISION OF CHEVRON U.S.A. INC.	Attn: Melanie Cruz, M. Armstrong	6001 Bollinger Canyon Road	72110	San Ramon	CA	94583	mclanecruz@chevron.com marmstrong@chevron.com
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Douglas R. Gooding	Two International Place		Boston	MA	02110	dgooding@choate.com
Counsel to Solon	Choate, Hall & Stewart LLP	Attn: Johnathan D. Marshall	Two International Place		Boston	MA	02110	jmarshall@choate.com
Interested Party California Community Choice Association	CKR Law, LLP	Attn: Kristine Takoryan	1800 Century Park East, 14th Floor		Los Angeles	CA	90067	otakoryan@ckrlaw.com
Counsel to XL Insurance America, Inc., Albertsons Companies, Inc., Safeway Inc., Catlin Specialty Insurance Company, David W. Maehl, Rhonda J. Maehl, Starr Surplus Lines Insurance Company, Chubb Custom Insurance Company, General Security Indemnity Company of Arizona (GSINDA), Markel Bermuda Limited, Ashford Inc., Ashford Hospitality Trust, Inc.	Clark & Trevithick	Attn: Kimberly S. Winick	800 Wilshire Boulevard	12th Floor	Los Angeles	CA	90017	kwinick@clarktrev.com
Counsel for BlueMountain Capital Management, LLC	Clausen Miller P.C.	Attn: Michael W. Goodin	17901 Von Karmann Avenue	Suite 650	Irvine	CA	92614	mgoodin@clausen.com
Counsel to Western Electricity Coordinating Council	Cleary Gottlieb Steen & Hamilton LLP	Attn: Lisa Schweitzer, Margaret Schierberl	One Liberty Plaza		New York	NY	10006	lschweitzer@cgsh.com mschierberl@cgsh.com
Counsel for Office of Unemployment Compensation Tax Services	COHNE KINGHORN, P.C.	Attn: George Hofmann	111 East Broadway, 11th Floor		Salt Lake City	UT	84111	ghofmann@cohnekinghorn.com
Counsel for Gowen Construction Company, Inc., Calaveras Telephone Company, Kernan Telephone Co., Pinnacles Telephone Co., The Ponderosa Telephone Co., Sierra Telephone Company, Inc., Volcano Telephone Company and TDS Telecom	Commonwealth of Pennsylvania	Department of Labor and Industry	Collections Support Unit	651 Boas Street, Room 702	Harrisburg	PA	17121	ra-lf-ucts-bankrup@state.pa.us
Counsel for Fire Victim Creditors	Cooper, White & Cooper LLP	Attn: Peter C. Califano	201 California Street, 17th Floor		San Francisco	CA	94111	pcaifano@cwclaw.com deg@coreylaw.com alr@coreylaw.com smb@coreylaw.com sm@coreylaw.com
	COREY, LUZAICH, DE GHETALDI & RIDDLE LLP	Attn: Dario de Ghetaldi, Amanda L. Riddle, Steven M. Berk, Sumble Manzoor	700 El Camino Real	PO Box 669	Millbrae	CA	94030-0669	

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Cotchett, Pitre & McCarthy, LLP	Attn: Frank M. Pitre, Alison E. Cordova, Abigail D. Blodgett	San Francisco Airport Office Center County Administration Center 625 Court Street	840 Malcolm Road, Suite 200 575 Administration Drive, Room 105A Room 201	Burlingame	CA	94010	fpitre@cpmllegal.com acordova@cpmllegal.com ablodgett@cpmllegal.com
Attorney for County of Sonoma	County of Sonoma	Attn: Tandra Curtis	101 Montgomery Street	Suite 1400	San Francisco	CA	94101	fsmith@cozen.com
Counsel for Valley Clean Energy Alliance	COUNTY OF YOLO	Attn: Eric May	1201 North Market Street Three Embarcadero Center, 26th floor	Suite 1001	Wilmington	DE	19801	mtelger@cozen.com
Counsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Fulton Smith, III	1001 Pennsylvania Avenue, N.W.		Washington	DC	20004	tyoon@crowell.com
Counsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Mark E. Fieger Attn: Mark D. Plevin, Brendan V. Mullin	1001 Pennsylvania Avenue, N.W.		Washington	DC	20004	mplevin@crowell.com bmullin@crowell.com
Counsel to Renaissance Reinsurance LTD.	Crowell & Moring LLP	Attn: Monique D. Almy	1001 Pennsylvania Ave., N.W.		Washington	DC	20004	malmy@crowell.com
Counsel for Creditors and Parties-in-Interest NEXANT	Crowell & Moring LLP	Attn: Tacie H. Yoon	3 Embarcadero Center	26th Floor	San Francisco	CA	94111	tkoegel@crowell.com
Counsel to Renaissance Reinsurance LTD.	Crowell & Moring LLP	Attn: Thomas F. Koegel	333 Twin Dolphin Drive	Suite 145	Redwood Shores	CA	94065	mdankov@danakolaw.com kmeredith@danakolaw.com smiller@danakolaw.com
Counsel for Fire Victim Creditors	DANKO MEREDITH	Attn: Michael S. Danko, Kristine K. Meredith, Shawn R. Miller	1600 El Comino Real		Menlo Park	CA	94025	andrew.yaphe@davispolk.com
Counsel for Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility	Davis Polk & Wardwell LLP	Attn: Andrew D. Yaphe	450 Lexington Avenue		New York	NY	10017	el.vonnegut@davispolk.com david.schiff@davispolk.com timothy.graulich@davispolk.com
proposed debtor in possession financing facilities, Counsel for Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility	Davis Polk & Wardwell LLP	Attn: El J. Vonnegut, David Schiff, Timothy Graulich	1339 Pearl Street 303 Peachtree St., NE, Suite 5300	Suite 201	Napa	CA	94558	dgrassgreen@gmail.com
Creditor and Counsel to Debra Grassgreen	Debra Grassgreen	Attn: Karl Knight	601 S. Figueroa Street	Suite 2500	Los Angeles	CA	90017-5704	john.moe@dentons.com
Counsel to Southwire Company LLC	Dentons US LLP	Attn: Bryan E. Bates, Esq.	1221 Avenue of the Americas One Market Plaza, Spear Tower, 24th Floor		New York	NY	10020-1089	lauren.macksoud@dentons.com
Counsel for Capital Power Corporation and Halkirk I Wind Project LP	Dentons US LLP	Attn: Michael A. Isaacs, Esq.	1221 Avenue of the Americas		New York	NY	10020-1089	oscar.pinkas@dentons.com
Counsel to Southwire Company LLC, Travelers Insurance	Dentons US LLP	Attn: Peter D. Wolfson	601 S. Figueroa Street	Suite 2500	Los Angeles	CA	90017-5704	peter.wolfson@dentons.com samuel.maizel@dentons.com
Counsel for Travelers Insurance	Dentons US LLP	Attn: Samuel R. Maizel, Esq.			New York	NY	10020	
Counsel to Southwire Company LLC	Dentons US LLP	Attn: Oscar N. Pinkas			New York	NY	10020-1089	
Counsel for Travelers Insurance	Dentons US LLP	Attn: Peter D. Wolfson			New York	NY	10020	
Counsel to Southwire Company LLC	Dentons US LLP	Attn: Samuel R. Maizel, Esq.			New York	NY	10020	

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Ad Hoc Group of Subrogation Claim Holders	Diemer & Wei, LLP	Attn: Kathryn S. Diemer	100 West San Fernando Street	Suite 555	San Jose	CA	95113	kdiemer@diemerwei.com
Counsel for the Official Committee of Unsecured Tort Claimant Creditors	DIA PIPER LLP (US)	Attn: Eric Goldberg, David Riley	2000 Avenue of the Stars	Suite 400 North Tower	Los Angeles	CA	90067-4704	david.riley@dliapper.com eric.goldberg@dliapper.com
Counsel for the Official Committee of Unsecured Tort Claimant Creditors	DIA PIPER LLP (US)	Attn: Joshua D. Morse	555 Mission Street	Suite 2400	San Francisco	CA	94105-2933	joshua.morse@dliapper.com
Counsel to Lisa Delaine Allain, Thomas Atkinson, Chippewa Pest Control, Inc., Lara Balas, Adam Balogh, Brian Bolton, Sharon Britt and Heather Blowers	DREYER BABICH BUCCOLA WOOD CAMPORA, LLP	Attn: Steven M. Campora	20 Bicentennial Circle		Sacramento	CA	95826	scampora@dbbwc.com
Counsel for Honeywell International Inc. and Elster American Meter Company, LLC	Dykema Gossett LLP	Attn: Gregory K. Jones	333 South Grand Avenue, Suite 2100		Los Angeles	CA	90071	gjones@dykema.com
Counsel for East Bay Community Energy Authority	East Bay Community Energy Authority	Attn: Leah S. Goldberg	1111 Broadway	3rd Floor	Oakland	CA	94607	lgoldberg@ebce.org
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	EDP Renewables North America LLC	Attn: Leslie A. Freiman, Randy Sawyer Attn: Sally J. Elkington, James A. Shepherd	808 Travis 409 - 13th Street	Suite 700 10th Floor	Houston Oakland	TX CA	77002 94612	Leslie.Freiman@edpr.com Randy.Sawyer@edpr.com sally@elkshp.com jim@elkshp.com
Counsel for W. Bradley Electric, Inc. Sonoma Clean Power Authority	Elkington Shepherd LLP	Attn: G. Larry Engel	12116 Horseshoe Lane		Nevada City	CA	94123	larry@engeladvice.com
Information Agent for the Official Committee of Unsecured Creditors, and the Official Committee of Tort Claimants	Epig Corporate Restructuring, LLC	Attn: PG&E UCC and PG&E TCC	777 Third Avenue, 12th Floor		New York	NY	10017	sgarabato@epiglobal.com
Federal Energy Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel	888 First St NE		Washington	DC	20426	
Counsel to California State Agencies	FELDERSTEIN FITZGERALD WILLOUGHBY & PASCUZZI LLP	Attn: STEVEN H. FELDERSTEIN and PAUL J. PASCUZZI Attn: Stephen D. Finestone	400 Capitol Mall 456 Montgomery St.	Suite 1750 20th Fl.	Sacramento San Francisco	CA CA	95814 94104	sfelderstein@fhwplaw.com ppascuzzi@fhwplaw.com sfinestone@fhwplaw.com
Aggreko, MCE Corporation, Nor-Cal Pipeline Services, and Roebelen Contracting, Inc.	Finestone Hayes LLP	Attn: Stephen D. Finestone, Jennifer C. Hayes Attn: Erika L. Morabito, Brittany J. Nelson	456 Montgomery St. 3000 K Street, NW, Suite 600 3579 Valley Centre Drive, Suite 300	20th Floor	San Francisco Washington San Diego	CA DC CA	94104 20007-5109 92130	jhayes@fhwplaw.com twithans@fhwplaw.com emorabito@foley.com hnelson@foley.com yavilapiana@foley.com
Counsel for Michels Corporation	FOLEY & LANDNER LLP	Attn: Victor A. Vilaplana	124 East Fourth Street	Suite 300	Tulsa	OK	74103-5010	sory@fdlaw.com
Counsel for Michels Corporation	FOLEY & LANDNER LLP	Attn: Samuel S. Ory	1201 N. Orange St.		Wilmington	DE	19801	mbusenkeill@gsblaw.com ehg@classlawgroup.com
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	GELLERT SCALI BUSENKEILL & BROWN, LLC	Attn: Michael Busenkeill	505 14th Street, Suite 1110		Oakland	CA	94612	dh@classlawgroup.com gweiner@gibsondunn.com
Counsel for Fire Victim Creditors	GIBBS LAW GROUP	Attn: Eric Gibbs, Dylan Hughes Attn: Jeffrey C. Krause, Genevieve G. Weiner	333 South Grand Avenue		Los Angeles	CA	90071-3197	jkrause@gibsondunn.com Mrosenthal@gibsondunn.com
Counsel for Topaz Solar Farms LLC	Gibson, Dunn & Crutcher LLP	Attn: Michael A. Rosenthal, Alan Moskowitz	200 Park Avenue		New York	NY	10166-0193	Amoskowitz@gibsondunn.com

EXHIBIT A - Emails

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Cardno, Inc.	Greenberg Traurig, LLP	Attn: Diane Vuocolo	1717 Arch Street	Suite 400	Philadelphia	PA	19103	vuocolod@gtlaw.com
Attorneys for HercRentals	GREENBERG TRAURIG, LLP	Attn: Howard J. Steinberg	1840 Century Park East	Suite 1900	Los Angeles	CA	90067-2121	steinberg@gtlaw.com
Counsel for Ruby Pipeline, L.L.C., Cardno, Inc.	Counsel for Ruby Pipeline, L.L.C., Cardno, Inc.	Attn: Michael Hogue	4 Embarcadero Center	Suite 3000	San Francisco	CA	94111	hoguem@gtlaw.com
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick	Four Embarcadero Center	Suite 4000	San Francisco	CA	94111-4106	etredinnick@greeneradovsky.com
Counsel for San Francisco Herring Association, Counsel for Dan Clarke, Counsel for Alda and Ramiro Rodriguez, Counsel for Todd and Adelina McNeive, Counsel for Dennis Caselli, Counsel for Sam and Cathy Dorrance, Counsel for Laura Hart, Counsel for Minh and Gurdon Merchant	GROSS & KLEIN LLP	Attn: Stuart G. Gross	The Embarcadero	Pier 9 Suite 100	San Francisco	CA	94111	sgross@grosskleinlaw.com
Counsel for Nationwide Entities	Grotefeld Hoffmann	Attn: Mark S. Grotefeld, Maura Walsh Ochoa, Waylon J. Pickett	700 Larkspur Landing Circle, Suite 280		Larkspur	CA	94939	mrochoa@ghlaw-llp.com
Attorneys for HercRentals	HercRentals	Attn: Sharon Petrosino, Esq.	27500 Riverview Center Blvd.		Bonita Springs	FL	34134	sharon.petrosino@hercrentals.com
Counsel for Telvent USA, LLC	Hinckley, Allen & Snyder LLP	Attn: Jennifer V. Doran	28 State Street		Boston	MA	02109	jdoran@hinckleyallen.com
COUNSEL FOR PARTIES-IN-INTEREST ESOLTA, LP AND HUMMINGBIRD ENERGY STORAGE, LLC	HOGAN LOVELLS US LLP	Attn: Erin N Brady	1999 Avenue of the Stars	Suite 1400	Los Angeles	CA	90067	erin.brady@hoganlovells.com
COUNSEL FOR PARTIES-IN-INTEREST ESOLTA, LP AND HUMMINGBIRD ENERGY STORAGE, LLC	HOGAN LOVELLS US LLP	Attn: M Hampton Foushee	875 Third Avenue		New York	NY	10022	hampton.foushee@hoganlovells.com
Counsel for McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Bennett L. Spiegel	1999 Avenue of the Stars	Suite 1400	Los Angeles	CA	90067	bennett.spiegel@hoganlovells.com
Counsel for McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Peter A. Ivanick, Alex M. Sher	875 Third Avenue		New York	NY	10022	alex.sher@hoganlovells.com
Counsel to Diablo Winds, LLC	HOLLAND & HART LLP	Attn: Risa Lynn Wolf-Smith	555 Seventeenth Street, Suite 3200	P.O. Box 8749	Denver	CO	80201-8749	rwolf@hollandhart.com
Counsel for Deutsche Bank Trust Company Americas and Deutsche Bank National Trust Company as Indenture Trustees for certain bondholders	Holland & Knight LLP	Attn: Robert J. Labate, David I. Holtzman	50 California Street	Suite 2800	San Francisco	CA	94111	robert.labate@hklaw.com
Counsel for Interested Party The City of Oakland	Hopkins & Carley, a Law Corporation	Attn: Jay M. Ross, Monique D. Jewett-Brewster	70 South First Street		San Jose	CA	95113	mjb@hopkinscarley.com
Counsel to Hyundai Corporation USA	Hughes Hubbard & Reed LLP	Attn: Kathryn A. Coleman	One Battery Park Plaza		New York	NY	10004	katie.coleman@hugheshubbard.com
Counsel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC f/k/a Mt. Poso Cogeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC, Woodland Biomass Power, LLC f/k/a Woodland Biomass Power, Ltd.	HUNTUN ANDREWS KURTH LLP	Attn: Kevin M. Eckhardt	50 California Street	Suite 1700	San Francisco	CA	94111	keckhardt@huntunak.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC f/k/a Mt. Poso Cogeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC, Woodland Biomass Power, LLC f/k/a Woodland Biomass Power, Ltd.	HUNTON ANDREWS KURTH LLP	Attn: Peter S. Partee, Sr.	200 Park Avenue	53rd Floor	New York	NY	10166	ppartee@huntonak.com
Counsel to International Business Machines Corp	IBM Corporation	Attn: Marie-Jose Dube	275 Viger East		Montreal	QC	H2X 3R7	mjdube@ca.ibm.com
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104-5016	cvamen@irell.com
Counsel for BlueMountain Capital Management, LLC	Irell & Manella LLP	Attn: Craig Varnen, Andrew J. Strabone	1800 Avenue of the Stars	Suite 900	Los Angeles	CA	90067-4276	astrabone@irell.com
Counsel for The Davey Tree Expert Company	Irell & Manella LLP	Attn: Jeffrey M. Reisner, Kerri A. Lyman	840 Newport Center Drive	Suite 400	Newport Beach	CA	92660	jreisner@irell.com
Counsel for BlueMountain Capital Management, LLC	Irell & Manella LLP	Attn: Michael H. Strub, Jr.	840 Newport Center Drive	Suite 400	Newport Beach	CA	92660-6324	mstrub@irell.com
Counsel to Iron Mountain Information Management, LLC	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan	One Federal Street		Boston	MA	02110	Bankruptcy2@ironmountain.com
Interested Party CH2M HILL Engineers, Inc.	Jacobs Engineering	Attn: Robert Albery	Associate General Counsel	9191 South Jamaica Street	Englewood	CO	80112	robert.albery@jacobs.com
Interested Party Jane Luciano	Jane Luciano		9000 Crow Canyon Road	Suite S #168	Danville	CA	94506	jane.luciano@corcast.net
Counsel for Nationwide Entities	Jang & Associates, LLP	Attn: Alan J. Jang, Sally Noma	1766 Lacassie Ave., Suite 200		Walnut Creek	CA	94596	ajang@jangit.com
Counsel to Sodexo, Inc.	JD Thompson Law	Attn: Judy D. Thompson, Esq.	P.O. Box 33127		Charlotte	NC	28233	jdt@jdthompsonlaw.com
Counsel for Peter Ouborg, Mizuho Bank, Ltd.	Jeffer Mangels Butler & Mitchell LLP	Attn: Robert B. Kaplan, Bennett G. Young	Two Embarcadero Center	5th Floor	San Francisco	CA	94111	rbk@jmbm.com
Counsel for Iron, Inc.	JENKINS MULLIGAN & GABRIEL LLP	Attn: Larry W. Gabriel	2160 Oxnard Street	Suite 500	Woodland Hills	CA	91367	lgabriel@bg.law
Interested Party John A. Vos A	John A. Vos		1430 Lincoln Avenue		San Rafael	CA	94901	aortiz@jhwclaw.com
Counsel for A&J Electric Cable Corporation	JORDAN, HOLZER & ORTIZ, PC	Attn: Antonio Ortiz, Shelby A Jordan	500 N. Shoreline	Suite 900	Corpus Christi	TX	78401	sjordan@jhwclaw.com
Counsel for The Act 1 Group, Inc.	Joseph A. Eisenberg P.C.	Attn: Joseph A. Eisenberg	2976 E. State Street	Suite 120 - No. 111	Eagle	ID	83616	ecf@jhwclaw.com
Counsel to Citibank, N.A.	KEESAL, YOUNG & LOGAN A Professional Corporation	Attn: PETER R. BOUTIN	450 Pacific Avenue		San Francisco	CA	94133	peter.boutin@kyl.com
Counsel to Debtor	Keller & Benvenuti LLP	Attn: Tobias S. Keller, Jane Kim	650 California Street	Suite 1900	San Francisco	CA	94108	tkeller@kellerbenvenuti.com
Counsel for Kompogas SLO LLC and Tata Consultancy Services	Kelley Drye & Warren LLP	Attn: Benjamin D. Feder	101 Park Avenue		New York	NY	10178	bjkim@kellerbenvenuti.com
Counsel to Oldcastle Infrastructure, Inc. f/k/a Oldcastle Precast, Inc. and Affiliates	KILPATRICK TOWNSEND & STOCKTON LLP	Attn: Benjamin M. Kleinman, Esq.	Two Embarcadero Center, Suite 1900		San Francisco	CA	94111	bkleinman@kilpatricktownsend.com
Counsel to Oldcastle Infrastructure, Inc. f/k/a Oldcastle Precast, Inc. and Affiliates	KILPATRICK TOWNSEND & STOCKTON LLP	Attn: Paul M. Rosenblatt, Esq.	1100 Peachtree Street, NE, Suite 2800		Atlanta	GA	30309-4530	prosenblatt@kilpatricktownsend.com
Counsel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mark A. Minich	Two North Nevada		Colorado Springs	CO	80903	Mark_Minich@kindermorgan.com
Counsel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mosby Perrow	1001 Louisiana	Suite 1000	Houston	TX	77002	mosby_perrow@kindermorgan.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Aparna Venamandra	601 Lexington Avenue		New York	NY	10022	aparna.venamandra@kirkland.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: David R. Seligman, P.C.	300 North LaSalle		Chicago	IL	60654	david.seligman@kirkland.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Marc Kieselstein, P.C.	300 North LaSalle		Chicago	IL	60654	marc.kieselstein@kirkland.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Aparna Yenamandra	601 Lexington Avenue		New York	NY	10022	aparna.yenamandra@kirkland.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: David R. Seligman, P.C.	300 North LaSalle		Chicago	IL	60654	david.seligman@kirkland.com
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Marc Kieselstein, P.C.	300 North LaSalle		Chicago	IL	60654	marc.kieselstein@kirkland.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Mark McKane, P.C., Michael P. Esser	555 California Street		San Francisco	CA	94104	alexander.pilme@kirkland.com
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: R. Alexander Pilmer	555 California Street		San Francisco	CA	94104	stephen.hessler@kirkland.com
Counsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Stephen E. Hessler, P.C.	601 Lexington Avenue		New York	NY	10022	sklee@kbslaw.com
Counsel for NextEra Energy Inc. et al.	Klee, Tuchin, Bogdanoff & Stern LLP	Attn: Kenneth N. Klee, David M. Stern, Samuel M. Kidder	1999 Avenue of the Stars	Thirty-Ninth Floor	Los Angeles	CA	90067	dstern@kbslaw.com
Counsel for Kings River Water Association	KRAMER LEVIN NAFTALIS & FRANKEL LLP	Attn: Hagop T. Bedoyan Attn: Amy Caton and Megan Wasson	5260 N. Palm Avenue, Suite 205 1177 Avenue of the Americas		Fresno	CA	93704	hbedoyan@kleinlaw.com
Counsel for PG&E Holdco Group	LABATON SUCHAROW LLP	Attn: Thomas A. Dubbs, Louis Gottlieb, Carol C. Villegas & Jeffrey A. Dubbin	140 Broadway		New York	NY	10005	tdubbs@labaton.com
Counsel to Public Employees Retirement Association of New Mexico	LABATON SUCHAROW LLP	Attn: Kevin J. Lamb, Michael K. Slatery, Thomas G. Kelch	333 South Grand Avenue	Suite 4200	Los Angeles	CA	90071	kgottlieb@labaton.com
Counsel to County of San Luis Obispo	LANE POWELL PC	Attn: Brad T. Summers	601 SW Second Avenue	Suite 2100	Portland	OR	97204	jslatery@kfirm.com
Counsel for Pacific Mobile Structures, Inc.	Latham & Watkins LLP	Attn: Adam E. Malatesta	355 S. Grand Avenue, Suite 100		Los Angeles	CA	90071-1560	adamb.malatesta@lw.com
Counsel for Crockett Cogeneration, Middle River Power, LLC, and MRP San Joaquin Energy, LLC	Latham & Watkins LLP	Attn: Amy C. Quartarolo Attn: Caroline A. Reckler, Andrew M. Parlen	355 South Grand Avenue 885 Third Avenue	Suite 100	Los Angeles	CA	90071-1560	amy.quartarolo@lw.com
Counsel to Dynergy Marketing and Trade, LLC	Latham & Watkins LLP	Attn: Christopher Harris, Andrew M. Parlen	885 Third Avenue		New York	NY	10022-4834	caroline.reckler@lw.com
Counsel for Crockett Cogeneration, Middle River Power, LLC, and MRP San Joaquin Energy, LLC	Latham & Watkins LLP	Attn: Christopher Harris, Andrew M. Parlen	885 Third Avenue		New York	NY	10022	andrew.parlen@lw.com
Counsel to Jesus Mendoza	LAW OFFICE OF PATRICIA WILLIAMS PREWITT	Attn: Patricia Williams Prewitt	10953 Vista Lake Ct.		Navasota	TX	77868	pwp@pattiprewittlaw.com
Counsel for Ruby Pipeline, L.L.C.	LAW OFFICE OF RICHARD L. ANTIGNINI	Attn: Richard L. Antognini	2036 Nevada City Highway	Suite 636	Grass Valley	CA	95945-7700	rlawyer@yahoo.com
Interested Party	LAW OFFICE OF STEVEN M. OLSON	Attn: Steven M. Olson, Esq. & Jacob M. Faircloth, Esq.	100 E Street, Suite 104		Santa Rosa	CA	95404	smo@smolsonlaw.com
Counsel for LEWIS & TIBBITTS, INC.	LAW OFFICE OF WAYNE A. SILVER	Attn: Wayne A. Silver	643 Bair Island Road	Suite 403	Redwood City	CA	94063	ws@waynesilverlaw.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to Ruckman-Leal Creditors, Counsel to Michael Marroquin	Law Offices of Leonard K. Welsh	Attn: Leonard K. Welsh, Esq.	4550 California Avenue, Second Floor		Bakersfield	CA	93309	lwelsh@lkwelshlaw.com
Creditor and Counsel to Debra Grassgreen	Law Offices of Thomas J. Brandi	Attn: Thomas J. Brandi	345 Pine Street	3rd Floor	San Francisco	CA	94104	tjb@brandilaw.com
Interested Party CH2M HILL Engineers, Inc. Counsel for California Independent System Operator	Lesnick Prince & Pappas LLP Levene, Neale, Bender, Yoo & Brill L.L.P.	Attn: Matthew A. Lesnick, Christopher E. Prince Attn: David L. Neale	185 Pier Avenue 10250 Constellation Blvd. 10250 Constellation Blvd., Suite 1700	Suite 103 Suite 1700	Santa Monica Los Angeles	CA	90405 90067	cp@lesnickprince.com DLN@LNBYS.COM
Counsel to Global Diving & Salvage, Inc. and Traffic Management, Inc.	LEVEENE, NEALE, BENDER, YOO & BRILL L.L.P.	Attn: Eve H. Karasik			Los Angeles	CA	90067	EHK@LNBYS.COM
Counsel to Kepco California LLC, RE Astoria LLC	Lewis Brisbois Bisgaard & Smith LLP	Attn: Lovee D. Sarenas, Scott Lee, Amy L. Goldman, Jasmin Yang	633 West 5th Street, Suite 4000 PO Box 3064		Los Angeles	CA	90071	Lovee.Sarenas@lewisbrisbois.com Amy.Goldman@lewisbrisbois.com Scott.Lee@lewisbrisbois.com Jasmin.Yang@lewisbrisbois.com
Counsel to Harris County Association	Counsel to Harris County	Attn: John D. Dillman	111 South Wacker Drive, Suite 4100		Houston	TX	77253-3064	houston_bankruptcy@publicans.com
Counsel for International Brotherhood of Electrical Workers Local Union 1245	Locke Lord LLP	Attn: Aaron Smith	601 Poydras Street	Suite 2660	New Orleans	LA	70130	asmith@lockelord.com
Counsel to Quanta Energy Services LLC	Locke Lord LLP	Attn: Bradley C. Knapp	JP Morgan Chase Tower	Suite 2660	Houston	TX	77002	bknappp@lockelord.com
Counsel to California Insurance Guarantee Association	Locke Lord LLP	Attn: Elizabeth M. Guffy	101 Montgomery Street	Suite 1950	San Francisco	CA	94104	eguffy@lockelord.com
Counsel for International Brotherhood of Electrical Workers Local Union 1245	Locke Lord LLP	Attn: Lindsey E. Kress	101 Montgomery Street	Suite 1950	San Francisco	CA	94104	lkress@lockelord.com
Counsel for International Brotherhood of Electrical Workers Local Union 1245	Locke Lord LLP	Attn: Meagan S. Tom	101 Montgomery Street	Suite 1950	San Francisco	CA	94104	meagan.tom@lockelord.com
Electrical Workers Local Union 1245	Locke Lord LLP	Attn: W. Steven Bryant	600 Congress Street	Suite 2200	Austin	TX	78701	sbryant@lockelord.com
Counsel to Quanta Energy Services LLC	Locke Lord LLP	Attn: Xiyi Fu	101 Montgomery Street, Suite 1950		San Francisco	CA	94104	jackie.fu@lockelord.com
Counsel for California Power Exchange Corporation	LOEB & LOEB LLP	Attn: Marc S. Cohen, Alicia Clough	10100 Santa Monica Blvd	Suite 2200	Los Angeles	CA	90067	mscohen@loeb.com acclough@loeb.com metkin@lowenstein.com
Counsel to Public Employees Retirement Association of New Mexico	LOWENSTEIN SANDLER LLP	Attn: Michael S. Etkin, Andrew Behlmann & Gabriel L. Olivera	One Lowenstein Drive	Third Floor	Roseland	NJ	07068	abeblmann@lowenstein.com
Interested Party	Macdonald Fernandez LLP	Attn: iain A. Macdonald	221 Sansome Street		San Francisco	CA	94104-2323	golivera@lowenstein.com
Counsel to BARBARA ZEIMER and ROBERT ZEIMER	Manuel Corrales, Jr., Esquire		17140 Bernardo Center Drive, Suite 358		San Diego	CA	92128	imac@macfern.com
Counsel to Aegion Corporation and its subsidiary entities: Corpro Companies, Inc., Insituform Technologies, LLC and Fibwrap Construction Services, Inc.	MARGULIES FAITH, LLP	ATTN: CRAIG G. MARGULIES	16030 VENTURA BOULEVARD	SUTIE 470	ENCINO	CA	91436	Craig@MarguliesFaithlaw.com
Counsel for Ghost Ship Warehouse Plaintiffs Executive Committee	MARY ALEXANDER & ASSOCIATES, P.C.	Attn: Mary E. Alexander	44 Montomey Street, Suite 1303		San Francisco	CA	94104	malexander@maryalexander.com
Counsel for A.J. Excavation Inc.	McCormick Barstow LLP	Attn: David L. Emerzian, H. Annie Duong	Counsel for A.J. Excavation Inc.	7647 North Fresno Street	Fresno	CA	93720	Annie.Duong@mccormickbarstow.com
Counsel for Philip Verwey d/b/a Philip Verwey Farms	McCormick Barstow LLP	Attn: H. Annie Duong	Counsel for Philip Verwey d/b/a Philip Verwey Farms	7647 North Fresno Street	Fresno	CA	93720	demerzian@mccormickbarstow.com
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	Attn: James H. Smith	One Bryant Park, 47th Floor		New York	NY	10036	jsmith@mckoolsmith.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to Public Employees Retirement Association of New Mexico	MICHELSON LAW GROUP	Attn: Randy Michelson	220 Montgomery Street	Suite 2100	San Francisco	CA	94104	randy.michelson@michelsonlawgroup.com
Counsel for the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Dennis F. Dunne, Samuel A. Khall	55 Hudson Yards		New York	NY	10001-2163	ddunne@milbank.com skhall@milbank.com
Counsel for the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Paul S. Aronson, Gregory A. Bray, Thomas R. Kreller	2029 Century Park East, 33rd Floor		Los Angeles	CA	90067	Paronzon@milbank.com gbray@milbank.com tkreller@milbank.com
Counsel for Marlin Clean Energy	Mintz Levin Cohn Ferris Glosky and Popeo, P.C.	Attn: Abigail V. O'Brient, Andrew B. Levin	2029 Century Park East	Suite 3100	Los Angeles	CA	90067	avobrient@mintz.com ablevin@mintz.com
Counsel to Creditor EN Engineering, LLC	MONTTEE & ASSOCIATES LLP	Attn: Alan I. Nahmias	21860 Burbank Boulevard	Suite 360	Woodland Hills	CA	91367	anahmias@mbnlawyers.com
Counsel to NEARON SUNSET, LLC	MONTTEE & ASSOCIATES	Attn: Kevin P. Montee	1250-I Newell Ave.	Suite 149	Walnut Creek	CA	94596	kmontee@monteeassociates.com
Counsel for Exponent, Inc.	Newmeyer & Dillon LLP	Attn: James J. Ficenec, Joshua B. Bevitz	1333 N. California Blvd	Suite 600	Walnut Creek	CA	94596	James.Ficenec@ndlf.com Joshua.Bevitz@ndlf.com
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEARBODY LLP	Attn: MAXIMILIAN A. FERULLO	55 West 46th Street		New York	NY	10036	mferullo@nixonpearbody.com
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEARBODY LLP	Attn: RICHARD C. PEDONE	Exchange Place	53 State Street	Boston	MA	02109	rpedone@nixonpearbody.com
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEARBODY LLP	Attn: WILLIAM S. LISA	One Embarcadero Center	32nd Floor	San Francisco	CA	94111	wlisa@nixonpearbody.com
Counsel for Michael Vairo, Marie Dierssen, Catherine McClure, Tonia Hanson, Deirdre Coderre, Denise Stooksberry, John Stooksberry, Bryan Sullivan, Sara Hill, Isaiah Vera, Michael Williams, Joel Batts, Annaleisa Batts, Claudia Blistra, Andries Blistra, Roger Martinez, Candice Seals, Gretchen Franklin, Christopher Franklin, Paul Bowen, Kelly Jones, Tami Coleman, Cecil Morris, Linda Schooling, Jennifer Makin, Barbara Cruise, Benjamin Hernandez, Irma Enriquez, Constantina Howard, Leroy Howard, Edward DeLongfield, Brenda Howell, Lynda Howell, Angela Coker, Sally Thorp, Paradise Moose Lodge, Nancy Seals	NORTON ROSE FULBRIGHT US LLP	Attn: Joseph Feist	2611 Esplanade		Chico	CA	95973	info@norrallawgroup.net joe@norrallawgroup.net howard.seife@nortonrosefulbright.com
Counsel for NextEra Energy Inc., NextEra Energy Partners, L.P.	Nuti Hart LLP	Attn: Howard Seife, Andrew Rosenblatt, Christy Rivera	1301 Avenue of the Americas		New York	NY	10019-6022	andrew.rosenblatt@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com
Counsel for Creditors Public Entities Impacted by the Wildfires	Nuti Hart LLP	Attn: Gregory C. Nuti, Christopher H. Hart, Kimberly S. Fineman	411 30th Street	Suite 408	Oakland	CA	94609-3311	gnuti@nuthart.com chart@nuthart.com
Counsel to Department of Finance for the State of California and Governor Gavin Newsom	O'MELVENY & MYERS LLP	Attn: Jacob T. Beiswenger	400 South Hope Street		Los Angeles	CA	90071-2899	jbeiswenger@omm.com
Counsel to Department of Finance for the State of California and Governor Gavin Newsom	O'MELVENY & MYERS LLP	Attn: John J. Rapisardi, Nancy A. Mitchell and Daniel S. Shamah	7 Times Square		New York	NY	10036	jrapisard@omm.com nmitchell@omm.com dshamah@omm.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to Department of Finance for the State of California and Governor Gavin Newsom	O'MELVENY & MYERS LLP Office of the California Attorney General	Attn: Peter Friedman	1625 Eye Street, NW P.O. Box 944235		Washington Sacramento	DC CA	20006 94244-2550	pfriedman@omm.com bankruptcy@coag.gov
Office of the United States Attorney for the Northern District of California	Office of the United States Attorney for the Northern District of California	Attn: Bankruptcy Unit	Federal Courthouse	450 Golden Gate Avenue	San Francisco	CA	94102	james.l.snyder@usdoj.gov timothy.s.laffredi@usdoj.gov Marta.Villacorta@usdoj.gov
Office of the United States Trustee	Office of the United States Trustee	Attn: James L. Snyder, Esq. & Timothy Laffredi, Esq., Marta E. Villacorta	450 Golden Gate Ave	Suite 05-0153	San Francisco	CA	94102	
Counsel to Creditor Lien Holder Level-It Installations	OLES MORRISON RINKER & BAKER LLP	Attn: Liam K. Malone	492 Ninth Street, Suite 220		Oakland	CA	94607	malone@oles.com
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	Orrick, Herrington & Sutcliffe LLP ORRICK, HERRINGTON & SUTCLIFFE LLP	Attn: Debra Felder	1152 15th Street, NW	1152 15th Street, N.W.	Washington	DC	20005	dfelder@orrick.com
Counsel to Centerbridge Partners, L.P.		Attn: Douglas S. Mintz	Columbia Center		Washington	DC	20005-1706	dmintz@orrick.com
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Lorraine McGowen	51 West 52nd Street		New York	NY	10019	lmcgowen@orrick.com
Counsel to Centerbridge Partners, L.P.	ORRICK, HERRINGTON & SUTCLIFFE LLP	Attn: Marc A. Levinson	400 Capitol Mall, Suite 3000		Sacramento	CA	95814-4497	malevinson@orrick.com
Counsel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Wind Power Project LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Thomas C. Mitchell	The Orrick Building	405 Howard Street	San Francisco	CA	94105	tc Mitchell@orrick.com egilazer@psjlaw.com dgrassgreen@psjlaw.com ipachulski@psjlaw.com
Counsel for The Baupost Group, L.L.C., as the general partner and investment manager for certain entities	Pachulski Stang Ziehl & Jones LLP	Attn: Isaac M. Pachulski, Debra I. Grassgreen, Gabriel I. Glazer, John W. Lucas	150 California Street	15th Floor	San Francisco	CA	94111	
Counsel for TRC Companies, Inc.	Pachulski Stang Ziehl & Jones LLP	Attn: John D. Fiero	150 California Street	15th Floor	San Francisco	CA	94111	jfiero@psjlaw.com
Counsel for Yuba County Water Agency	Parkinson Phinney	Attn: Thomas R. Phinney	3600 American River Drive	Suite 145	Sacramento	CA	95864	tom@parkinsonphinney.com akornberg@paulweiss.com bhermann@paulweiss.com wrieman@paulweiss.com smitchell@paulweiss.com indonnely@paulweiss.com wong.andrea@pbgc.gov efile@pbgc.gov morgan.courtney@pbgc.gov efile@pbgc.gov robertson.daniel@pbgc.gov ngo.melissa@pbgc.gov efile@pbgc.gov
Counsel to California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Alan W. Kornberg, Brian S. Hermann, Walter R. Riemann, Sean A. Mitchell, Neal P. Donnelly	1285 Avenue of the Americas		New York	NY	10019-6064	
Counsel to Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Attn: Andrea Wong	Office of the General Counsel	1200 K Street, N.W.	Washington	DC	20005-4026	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Attn: Courtney L. Morgan	Office of the General Counsel	1200 K Street, N.W.	Washington	DC	20005-4026	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Attn: Daniel Robertson	Office of the General Counsel	1200 K Street, N.W.	Washington	DC	20005-4026	
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Attn: Melissa T. Ngo	Office of the General Counsel	1200 K Street N.W.	Washington	DC	20005-4026	

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Puget Sound Energy, Inc.	Perkins Cole, LLP	Attn: Alan D. Smith	1201 Third Avenue	Suite 4900	Seattle	WA	98101-3099	ADSmith@perkinscole.com
Debtors	PG&E Corporation	Attn: President or General Counsel	77 Beale Street	P.O. Box 77000 254 Commercial Street	San Francisco	CA	94177	kcunningham@PierceAtwood.com
Counsel for California Independent System Operator	Pierce Atwood LLP	Attn: Keith J. Cunningham	Merrill's Wharf		Portland	ME	04101	
Counsel for Bank of America, N.A.	Pittman LLP	Attn: Dania Slim	324 Royal Palm Way	Suite 2200	Palm Beach	FL	33480	dania.slim@pillsburylaw.com
Counsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	PILLSBURY WINTHROP SHAW PTTMAN LLP	Attn: Hugh M. Ray, III	900 Fannin	Suite 2000	Houston	TX	77010	hugh.ray@pillsburylaw.com
Counsel for Bank of America, N.A.	Pillsbury Winthrop Shaw Pittman LLP	Attn: Leo T. Crowley	1540 Broadway		New York	NY	10036	leo.crowley@pillsburylaw.com
Counsel for Bank of America, N.A.	Pittman LLP	Attn: M. David Minnick	Four Embarcadero Center	22nd Floor	San Francisco	CA	94126-5998	dmminick@pillsburylaw.com
Counsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	PILLSBURY WINTHROP SHAW PTTMAN LLP	Attn: Philip S. Warden	Four Embarcadero Center	22nd Floor	San Francisco	CA	94111-5998	philip.warden@pillsburylaw.com
Counsel for Ghost Ship Warehouse Plaintiffs' Executive Committee	PIINO & ASSOCIATES	Attn: Estela O. Pino	20 Bicentennial Circle, Suite 200		Sacramento	CA	95826	epino@epinolaw.com
Interested Party Placer County Office of the Treasurer-Tax Collector	Placer County Office of the Treasurer-Tax Collector	Attn: Robert Kanniglesser	2976 Richardson Drive		Auburn	CA	95603	
Counsel for for Mark Pulido, Counsel for Donna Walker, Mount Veeder Springs LLC, Counsel for Mount Veeder Springs LLC	PMRK LAW	Attn: Peter P. Meringolo	201 Spear Street One East Washington St., Suite 1200	Suite 1100	San Francisco	CA	94105	peter@pmrklaw.com
COUNSEL TO DIGNITY HEALTH and ITS AFFILIATES	Polisnell LLP	Attn: Linds M. Weber	2049 Century Park East, Suite 2900		Phoenix	AZ	85004-2568	lweber@polisnell.com
COUNSEL TO DIGNITY HEALTH and ITS AFFILIATES	Polisnell LLP	Attn: Randy B. Soref			Los Angeles	CA	90067	rsoref@polisnell.com
Claims Agent	Prime Clerk LLC	Attn: Herb Baer	830 3rd Ave Fl. 9		New York	NY	10022	pgeteam@PrimeClerk.com
Counsel for Agile Sourcing Partners, Inc.	Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy, Esq.	525 B Street, Suite 2200		San Diego	CA	92101	gerald.kennedy@procopio.com
Counsel for Ad Hoc Group of Institutional Par Bondholders of Pacific Gas and Electric Co.	Proskauer Rose LLP	Attn: Martin J. Bienenstock, Brian S. Rosen, Maja Zerjal	Eleven Times Square		New York	NY	10036-8299	mbienenstock@proskauer.com
Counsel for Ad Hoc Group of Institutional Par Bondholders of Pacific Gas and Electric Co.	Proskauer Rose LLP	Attn: Michael A. Firestein, Lary Alan Rappaport, Steve Y. Ma	2029 Century Park East 823 Sonoma Avenue	Suite 2400	Los Angeles	CA	90067-3010	lfirestein@proskauer.com
Interested Party Pryor Cashman LLP	Provencher & Flatt, LLP	Attn: Douglas b. Provencher	7 Times Square		Santa Rosa	CA	95404	dbp@provlaw.com
Counsel for AECOM Technical Services, Inc., Kieflner and Associates, Inc., JAN X-Ray Services, Inc., Counsel for Kieflner and Associates, Inc. and JAN X-Ray Services, Inc., AECOM Technical Services, Inc., Counsel for Parsons Environment & Infrastructure, Inc.	Reed Smith LLP	Attn: Ronald S. Beacher			New York	NY	10036	rbeacher@pryorcashman.com
Counsel for AECOM Technical Services, Inc., Kieflner and Associates, Inc., JAN X-Ray Services, Inc., Counsel for Kieflner and Associates, Inc. and JAN X-Ray Services, Inc., AECOM Technical Services, Inc., Counsel for Parsons Environment & Infrastructure, Inc.	Reed Smith LLP	Attn: Christopher O. Rivas, Marsha A. Houston	355 South Grand Avenue, Suite 2900		Los Angeles	CA	90071-1514	crivas@reedsmith.com
Counsel for Creditors Nevada Irrigation District, Counsel for Attorneys for Creditors Lodi Gas Storage, L.L.P. Wild Goose, LLC	Reed Smith LLP	Attn: Jonathan R. Doolittle	101 Second Street	Suite 1800	San Francisco	CA	94105	jdoolittle@reedsmith.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Parsons Environment & Infrastructure, Inc.	Reed Smith LLP	Attn: Marsha A. Houston	355 South Grand Avenue, Suite 2900		Los Angeles	CA	90071-1514	mhouston@reedsmith.com
Counsel for Creditors Nevada Irrigation District, Counsel for Attorneys for Creditors Lodi Gas Storage, L.L.P. Wild Goose, LLC	Reed Smith LLP	Attn: Monique B. Howerly	10 S. Wacker Drive	40th Floor	Chicago	IL	60606	mhowerly@reedsmith.com
Counsel for Lodi Gas Storage, L.L.P. Wild Goose, LLC	Reed Smith LLP	Attn: Peter Munoz	101 Second Street	Suite 1800	San Francisco	CA	94105-3659	pmunoz@reedsmith.com
Counsel for Bank of New York Mellon	Reed Smith LLP	Attn: Robert P. Simons	225 Fifth Avenue	Suite 1200	Pittsburgh	PA	15222	rsimons@reedsmith.com
Counsel for Pivot Interiors, Inc.	RIMON, P.C.	Attn: Lillian G. Stenfeldt	One Embarcadero Center	Suite 400	San Francisco	CA	94111	lillian.stenfeldt@rimonlaw.com
Counsel for Pivot Interiors, Inc.	RIMON, P.C.	Attn: Phillip K. Wang	One Embarcadero Center	Suite 400	San Francisco	CA	94111	phillip.wang@rimonlaw.com
Special Bankruptcy Counsel for Certain Fire Damage Plaintiffs/Claimants Relating to the North Bay Fire Litigation of October 2017 and the Camp Fire Litigation	Ringstad & Sanders LLP	Attn: Nanette D. Sanders	4343 Von Karman Avenue	Suite 300	Newport Beach	CA	92660	nanette@ringstadlaw.com
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Robins Cloud LLP	Attn: Bill Robins, III, Robert Bryson Attn: Joseph Whittington, Esq. and Daniel Turek, Esq.	808 Wilshire Boulevard 2020 Eye Street	Site 450	Santa Monica	CA	90401	robins@robinscloud.com rbryson@robinscloud.com
Counsel to Ruckman-Leal Creditors, Counsel to Michael Marroquin	Rodriguez & Associates				Bakersfield	CA	93301	
CORPORATION, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it	ROPES & GRAY LLP	Attn: Gregg M. Galaridi, Keith H. Wofford, Daniel G. Egan	1211 Avenue of the Americas		New York	NY	10036-8704	gregg.galaridi@ropesgray.com keith.wofford@ropesgray.com daniel.egan@ropesgray.com
Counsel for The Baupost Group L.L.C., as the managing general partner and/or investment manager for certain entities	ROPES & GRAY LLP	Attn: Matthew M. Roose, Mark I. Bane	1211 Avenue of the Americas		New York	NY	10036-8704	mark.bane@ropesgray.com matthew.roose@ropesgray.com
Counsel for The Baupost Group L.L.C., as the managing general partner and/or investment manager for certain entities	ROPES & GRAY LLP	Attn: Peter L. Welsh, Joshua Y. Sturm, & Patricia I. Chen	Prudential Tower	800 Boylston Street	Boston	MA	02199-3600	peter.welsh@ropesgray.com joshua.sturm@ropesgray.com patricia.chen@ropesgray.com
CORPORATION, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it	ROPES & GRAY LLP	Attn: Stephen Moeller-Sally, Matthew L. McGinnis	Prudential Tower, 800 Boylston Street		Boston	MA	02199-3600	ssally@ropesgray.com matthew.mcginis@ropesgray.com
Counsel for Creditor ARB, INC.	RUTAN & TUCKER, LLP	Attn: Roger F. Friedman, Philip J. Blanchard	611 Anton Boulevard	Suite 1400	Costa Mesa	CA	92626-1931	rpfriedman@rutan.com pblanchard@rutan.com
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements	1390 Market Street	7th Floor	San Francisco	CA	94102	Owen.Clements@sfcityatt.org
Counsel for International Business Machines Corp.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Esq., Pamela A. Bosswick, Esq.	230 Park Avenue		New York	NY	10169	cbelmonte@sslb.com pbosswick@sslb.com
COUNSEL TO MARIE VALENZA, BRANDEE GOODRICH, KRISTAL DAVIS-BOLIN, ASHLEY DUTSMAN, BARBARA MORRIS, MARY HAINES	SAVAGE, LAMB & LUNDE, PC	ATTN: E. RYAN LAMB	1550 Humboldt Road, Suite 4		CHICO	CA	95928	erlamblaw@gmail.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to Compass Lexecon, LLC	SCHNADER HARRISON SEGAL & LEWIS LLP	Attn: George H. Kalkman	650 California Street	19th Floor	San Francisco	CA	94108-2736	gkalkman@schnader.com
Counsel to HDI Global Specialty SE, Munich Re, and Party Liberty Specialty Markets	SEVERSON & WERSON	Attn: Duane M. Geck, Donald H. Cram, Bernard J. Kornberg	One Embarcadero Center, Suite 2600		San Francisco	CA	94111	dmge@severson.com dhw@severson.com bjk@severson.com
Counsel for Turner Construction Company Case	Seyfarth Shaw LLP	Attn: M. Ryan Pinkston, Christopher J. Harney	560 Mission Street	Suite 3100	San Francisco	CA	94105	rpinkston@seyfarth.com chamney@seyfarth.com
Counsel to Agua Caliente Solar, LLC, Clearway Energy Group LLC, Clearway Energy, Inc., MC Shiloh IV Holdings LLC, NRG Energy, Inc., Solar Partners II LLC, Solar Partners VIII LLC, and Terraform Power, Inc.	Shearman & Sterling LLP	Attn: C. Luckey McDowell	1100 Louisiana	Suite 3300	Houston	TX	77002	lucky.mcdowell@shearman.com
Counsel to Agua Caliente Solar, LLC, Clearway Energy Group LLC, Clearway Energy, Inc., MC Shiloh IV Holdings LLC, NRG Energy, Inc., Solar Partners II LLC, Solar Partners VIII LLC, and Terraform Power, Inc.	Shearman & Sterling LLP	Attn: Daniel Laguardia	535 Mission Street 25th Floor		San Francisco	CA	94105	daniel.laguardia@shearman.com
Counsel for East Bay Community Energy Authority	Shemano Law	Attn: David B. Shemano	1801 Century Park East	Suite 1600	Los Angeles	CA	90067	dshemano@shemano.com
Counsel to Ormat Technologies Inc.	Sheppard, Mullin, Richter & Hampton LLP	Attn: Michael M. Lauter, Esq.	Four Embarcadero Center	17th Floor	San Francisco	CA	94111	mlauter@sheppardmullin.com okatz@sheppardmullin.com mlauter@sheppardmullin.com
Counsel for PG&E Holdco Group	SHEPPARD, MULLIN, RICHTER & HAMPTON LLP	Attn: ORI KATZ, MICHAEL M. LAUTER, and SHADI FARZAN	Four Embarcadero Center, 17th Floor		San Francisco	CA	94111-4109	sfarzan@sheppardmullin.com
Counsel to Gartner, Inc.	SHIPMAN & GOODWIN LLP	Attn: ERIC GOLDSTEIN	One Constitution Plaza		Hartford	CT	06103	egoldstein@goodwin.com
Attorneys for Cushman & Wakefield, Inc.	Shulman Hodges & Bastian LLP	Attn: Leonard M. Shulman, Melissa Davis Lowe	100 Spectrum Center Drive	Suite 600	Irvine	CA	92618	lshulman@shbllp.com mlowe@shbllp.com dvd@svlg.com
Counsel for TURN - The Utility Reform Network	Silicon Valley Law Group	Attn: David V. Duperrault, Kathryn E. Barrett	One North Market Street	Suite 200	San Jose	CA	95113	keb@svlg.com
Counsel to the Board of PG&E Corporation and Pacific Gas and Electric Company and Certain Current and Former Independent Directors	SIMPSON THACHER & BARTLETT LLP	Attn: Jonathan Sanders	2475 Hanover Street		Palo Alto	CA	94304	jsanders@stblaw.com
Counsel to the Board of PG&E Corporation and Pacific Gas and Electric Company and Certain Current and Former Independent Directors	SIMPSON THACHER & BARTLETT LLP	Attn: Michael H. Torkin, Nicholas Goldin, Kathrine A. McLendon, Jamie J. Fell	425 Lexington Avenue		New York	NY	10017	michael.torkin@stblaw.com ngoldin@stblaw.com kmcledon@stblaw.com jamie.fell@stblaw.com
Counsel to the Ad Hoc Committee of Unsecured Tort Claimant Creditors and the Singleton Law Firm Fire Victim Claimants	SINGLETON LAW FIRM, APC	Attn: Gerald Singleton & John C. Lemon	450 A Street, 5th Floor		San Diego	CA	92101	gerald@siffm.com john@siffm.com
Counsel to Atlantica Yield plc and Mojave Solar LLC	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	Attn: Amy S. Park	525 University Avenue		Palo Alto	CA	94301	Amy.Park@skadden.com
Counsel to Atlantica Yield plc and Mojave Solar LLC	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	Attn: J. Eric Iwester	Four Times Square		New York	NY	10036	Eric.Iwester@skadden.com
Counsel for Creditor and Party-in-Interest Sonoma Clean Power Authority	Sonoma Clean Power Authority Counsel	Attn: Jessica Mullan, General Counsel	50 Santa Rosa Avenue	Fifth Floor	Santa Rosa	CA	95494	jmulan@sonomacleanpower.org

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Southern California Edison Company	Southern California Edison Company	Attn: Julia A. Mosel, Patricia A. Cirucci	2244 Walnut Grove Avenue	3rd Floor	Rosemead	CA	91770	julia.mosel@sce.com
Counsel for Garcia and Associates	St. James Law, P.C.	Attn: Michael St. James	22 Battery Street	Suite 888	San Francisco	CA	94111	patricia.cirucci@sce.com
Counsel for California Franchise Tax Board	State of California Franchise Tax Board	Attn: Todd M. Bailey	Mail Stop A-260	P.O. Box 1720	Rancho Cordova	CA	95741-1720	ecd@stjames-law.com
Interested Parties Director of Industrial Relations and Office of Self-Insurance Plans, California Department of Industrial Relations	State of California, Department of Industrial Relations	Attn: John Cumming	OFFICE OF THE DIRECTOR	445 Golden Gate Avenue, Suite 9516	San Francisco	CA	94102	todd.bailey@ftb.ca.gov
Sonoma County Treasurer & Tax Collector	Steeckbauer Weinhardt, LLP	Attn: Barry S. Glaser	333 S. Hope Street	36th Floor	Los Angeles	CA	90071	jcumming@dir.ca.gov
Individual 2015 Butte Fire Victim Creditor	Steve Christopher		PO Box 281		Altaville	CA	95221	bglasser@swesq.com
Counsel to Allianz Global Corporate & Specialty	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	sc2104271@gmail.com
Counsel to Allianz Global Corporate & Specialty	Stevens & Lee, P.C.	Attn: Leonard P. Goldberger	620 Freedom Business Center	Suite 200	King of Prussia	PA	19406	cp@stevenslee.com
Counsel for Liberty Mutual Life Insurance Company	Stewart Sokol & Larkin LLC	Attn: Jan D. Sokol, Esq., Kevin M. Coles, Esq.	2300 SW First Avenue, Suite 200		Portland	OR	97201	lpg@stevenslee.com
Counsel for Tanforan Industrial Park, LLC	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP	Attn: Dana M. Andreoli	235 Pine Street	15th Floor	San Francisco	CA	94111	jdsokol@lawsl.com
Counsel for Tanforan Industrial Park, LLC	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP	Attn: Jeffrey H. Lowenthal	235 Pine Street	15th Floor	San Francisco	CA	94104	kcoles@lawsl.com
Counsel for Tanforan Industrial Park, LLC	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP	Attn: Stacey C. Quan	235 Pine Street		San Francisco	CA	94104	dandreoli@steyerlaw.com
Counsel to The Okonite Company	STITES & HARRISON PLLC	Attn: Elizabeth Lee Thompson	250 West Main Street	Suite 2300	Lexington	KY	40507-1758	jlowenthal@steyerlaw.com
Counsel for Gill Ranch Storage, LLC, Counsel for Dynamics, Inc., et al., Counsel for FTP Power LLC, et al.	STOEL RIVES LLP	Attn: David B. Levant	101 S. Capitol Boulevard	Suite 1900	Boise	ID	83702	squan@steyerlaw.com
Counsel to Avangrid Renewables, LLC, Kiondike Wind Power III LLC, and Shiloh I Wind Project LLC, Enel Green Power North America, Inc., et al., and Enel X, Counsel for Gill Ranch Storage, LLC, Counsel for Dynamics, Inc., et al., Counsel for Power LLC, et al.	Stoel Rives LLP	Attn: Gabrielle Glemann	600 University Street, Suite 3600		Seattle	WA	98101	ethompson@stites.com
Counsel for Gill Ranch Storage, LLC, Counsel for Dynamics, Inc., et al., Counsel for FTP Power LLC, et al.	Stoel Rives LLP	Attn: Oren Buchanan Haker	760 SW Ninth, Suite 3000		Portland	OR	97205	david.levant@stoel.com
Counsel for Gill Ranch Storage, LLC, Counsel for Dynamics, Inc., et al., Counsel for FTP Power LLC, et al.	STOEL RIVES LLP	Attn: Sunny S. Sarkis	Sunny S. Sarkis	Suite 1600	Sacramento	CA	98514	oren.haker@stoel.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel to South San Joaquin Irrigation District	STADLING YOECA CARLSON & RAUTH, P.C.	ATTN: PAUL R GLASSMAN	100 Wilshire Boulevard, 4th Floor		Santa Monica	CA	90401	pglassman@sycc.com
Counsel for Mizuho Bank, Ltd.	STROOCK & STROOCK & LAVAN LLP	Attn: David W. Moon	2029 Century Park East		Los Angeles	CA	90067-3086	dmoon@stroock.com
Counsel for Creditors	Stutzman, Bromberg, Esserman & Piffka, P.C.	Attn: Sander L. Esserman, Cliff I. Taylor	2323 Bryan Street	Suite 2200	Dallas	TX	5201-2689	esserman@sbeplaw.com taylor@sbeplaw.com
Public Entities Impacted by the Wildfires								
Counsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Frank A. Merola	2029 Century Park East		Los Angeles	CA	90067-3086	fmerola@stroock.com
Counsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Erez E. Gilad, Matthew G. Garofalo	180 Maiden Lane		New York	NY	10038-4982	khansen@stroock.com egilad@stroock.com mgarofalo@stroock.com khanen@stroock.com egilad@stroock.com mgarofalo@stroock.com holsen@stroock.com mspiser@stroock.com kpasquale@stroock.com smillman@stroock.com
Counsel for Mizuho Bank, Ltd.	STROOCK & STROOCK & LAVAN LLP	Attn: Mark A. Speiser, Kenneth Pasquale, Sherry J. Millman, Harold A. Olsen	180 Maiden Lane		New York	NY	10038-4982	esserman@sbeplaw.com taylor@sbeplaw.com
Counsel for Creditors	Stutzman, Bromberg, Esserman & Piffka, P.C.	Attn: Sander L. Esserman, Cliff I. Taylor	2323 Bryan Street	Suite 2200	Dallas	TX	5201-2689	hill@SullivanHill.com hawkins@SullivanHill.com dabbier@SullivanHill.com
Public Entities Impacted by the Wildfires								
Counsel to Singleton Law Firm Fire Victim Claimants	Sullivan Hill Rez & Engel Synergy Project Management, Inc.	Attn: James P. Hill, Christopher V. Hawkins, Jonathan S. Dabbier	600 B Street, Suite 1700		San Diego	CA	92101	ivan@icjenlaw.com
Counsel for Project Management, Inc.		c/o Law Office of Ivan C. Jen	1017 Andy Circle		Sacramento	CA	95838	
Counsel for BrightView Enterprise Solutions, LLC, Counsel for Granite Construction Incorporated, BrightView Landscape Services, Inc.	Taylor English Duma LLP	Attn: John W. Mills, III	1600 Parkwood Circle	Suite 200	Atlanta	GA	30339	jlmills@taylorenglish.com
Counsel to Road Safety, Inc.	The Bankruptcy Group, P.C.	Attn: Stephan Brown and Daniel Griffin	3300 Douglas Blvd.	Sie. 100	Roseville	CA	95661	daniel@thebklawoffice.com
Counsel for The Davey Tree Expert Company	The Davey Tree Expert Company	Attn: Erika J. Schoenberger, General Counsel	1500 N. Mantua Street		Kent	OH	44240	Erika.Schoenberger@davey.com
Counsel to The Regents of the University of California	The Regents of the University of California	Attn: Rhonda Stewart Goldstein	Office of the General Counsel	1111 Franklin Street, 8th Floor	Oakland	CA	94607-5200	rhonda.goldstein@ucop.edu altogut@teamtogut.com kortiz@teamtogut.com aoden@teamtogut.com aglaubach@teamtogut.com
Counsel to Compass Lexecon, LLC	TOGUT, SEGAL & SEGAL LLP	Attn: Albert Togut, Kyle J. Ortiz, Amy M. Oden, Amanda C. Glaubach	One Penn Plaza	Suite 3335	New York	NY	10119	Rich@Trodelalapping.com
Counsel for Valero Refining Company-California	Trodella & Lapping LLP	Attn: Richard A. Lapping	540 Pacific Avenue		San Francisco	CA	94133	
Counsel for Consolidated Edison Development Inc., Southern Power Company	TROUTMAN SANDERS LLP	Attn: Gabriel Ozel	11682 El Camino Real, Suite 400		San Diego	CA	92130-2092	gabriel.ozel@troutman.com
Counsel for Southern Power Company	TROUTMAN SANDERS LLP	Attn: Harris B. Winsberg, Esq., Matthew G. Roberts, Esq.	600 Peachtree St. NE	Suite 3000	Atlanta	GA	30308	harris.winsberg@troutman.com matthew.roberts2@troutman.com
Counsel for Consolidated Edison Development Inc.	Troutman Sanders LLP	Attn: Hugh M. McDonald	875 Third Avenue		New York	NY	10022	hugh.mcdonald@troutman.com
Counsel for TURN - The Utility Reform Network	TURN-The Utility Reform Network	Attn: Mark Toney, Thomas Long	785 Market St	Suite 1400	San Francisco	CA	94103	mtoney@turn.org tlong@turn.org

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Interested Party United States on behalf of the Federal Energy Regulatory Commission Counsel for Interested Party United States on behalf of the Federal Energy Regulatory Commission	U.S. Department of Justice	Attn: Danielle A. Pham	1100 L Street, NW	Room 7106	Washington	DC	20005	danielle.pham@usdoj.gov
	U.S. Department of Justice	Attn: Danielle A. Pham Attn: Joseph H. Hunt, Ruth A. Harvey, Ruth A. Harvey, Kirk Manhardt, Matthew Troy, Marc S. Sacks, Danielle A. Pham, and Shane Huang	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875	danielle.pham@usdoj.gov
Counsel to Federal Energy Regulatory Commission	U.S. Department of Justice, Civil Division	Attn: Joseph H. Hunt, Ruth A. Harvey, Ruth A. Harvey, Kirk Manhardt, Matthew Troy, Marc S. Sacks, Danielle A. Pham, and Shane Huang	1100 L Street, NW	Room 7030	Washington	DC	20005	shane.huang@usdoj.gov
Counsel to Federal Energy Regulatory Commission	U.S. Department of Justice, Civil Division	U.S. Nuclear Regulatory Commission	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875	shane.huang@usdoj.gov
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel	U.S. NRC Region IV	1600 E. Lamar Blvd.	Arlington	TX	76011	
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel			Washington	DC	20555-0001	
Nuclear Regulatory Commission	Union Pacific Railroad Company	Attn: General Counsel	1400 Douglas Street	STOP 1580	Omaha	NE	68179	bankruptcy@usdoj.gov
Interested Party	United States Department of Justice Civil Division	Attn: Tonya W. Conley, Lila L. Howe	1100 L Street, N.W.	Room 10030	Washington	DC	20530	matthew.troy@usdoj.gov
Counsel to the United States of America, Department of Energy	United States Department of Justice Civil Division	Attn: Matthew J. Troy	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875	matthew.troy@usdoj.gov
US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Jina Choi, Regional Director	San Francisco Regional Office	44 Montgomery Street, Suite 2800	San Francisco	CA	94104	sanfrancisco@sec.gov
US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Office of General Counsel	100 F St. NE MS 6041B		Washington	DC	20549	sec@bankruptcy@sec.gov
Counsel to Public Employees Retirement Association of New Mexico	WAGSTAFFE, VON LOEWENFELDT, BUSCH & RADWICK, LLP	Attn: James M. Wagstaffe & Frank Busch	100 Pine Street	Suite 725	San Francisco	CA	94111	wagstaffe@wvbrlaw.com busch@wvbrlaw.com
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordinating Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Walkup Melodia Kelly & Schoenberger Walter Wilhelm Law Group a Professional Corporation	Attn: Michael A. Kelly, Khalidoun A. Baghdadi, Max Schuer Attn: Riley C. Walter, Michael L. Wilhelm	650 California Street 205 E. River Park Circle	26th Floor Suite 410	San Francisco Fresno	CA CA	94108 93720	mkelly@walkuplawoffice.com kbaghdadi@walkuplawoffice.com mschuer@walkuplawoffice.com rileywalter@W2LG.com Mwilhelm@W2LG.com
Counsel for Aera Energy LLC, Midway Sunset Congeneration Company	Professional Corporation	Attn: Stephen Karotkin, Jessica Liou, Matthew Goren	767 Fifth Avenue		New York	NY	10153-0119	stephen.karotkin@well.com matthew.goren@well.com jesica.liou@well.com
Counsel to Debtor	Weil, Gotshal & Manges LLP	Attn: Stephen Karotkin, Jessica Liou, Matthew Goren	1001 Marina Village Parkway	Suite 200	Alameda	CA	94501-1091	bankruptcy@unioncounsel.net erich@unioncounsel.net tmainguy@unioncounsel.net cgray@unioncounsel.net

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	EMAIL
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: J. Christopher Shore	1221 Avenue of the Americas		New York	NY	10020-1095	cshore@whitecase.com
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: Roberto J. Kampfner	555 South Flower Street	Suite 2700	Los Angeles	CA	90071	rkampfner@whitecase.com
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: Thomas E. Lauria, Matthew C. Brown	Southeast Financial Center	200 South Biscayne Boulevard, Suite 4900	Miami	FL	33131-2352	tlauria@whitecase.com mbrown@whitecase.com
Counsel for Ballard Marine Construction, Inc.	Williams Kastner	Attn: Todd W. Blischke	601 Union Street	Suite 4100	Seattle	WA	98101-2380	TBlischke@williamskastner.com
Counsel for Ad Hoc Group of Subrogation Claim Holders	Willkie Farr & Gallagher LLP	Attn: Matthew A. Feldman, Joseph G. Minias, Daniel I. Forman	787 Seventh Avenue		New York	NY	10019-6099	mfeldman@willkie.com dforman@willkie.com
Interested Party ICE NGX Canada Inc.	WILMER CUTLER PICKERING HALE & DORR LLP	Attn: Chris Johnstone	950 PAGE MILL ROAD		PALO ALTO	CA	94304	CHRIS.JOHNSTONE@WILMERHALE.COM
Counsel for Macquarie Energy LLC, Counsel for California Efficiency + Demand Management Council, Counsel for Cypress Energy Partners, L.P., Tulsa Inspection Resources – PUC, LLC, Tulsa Inspection Resources, LLC, CF Inspection Management, LLC, and Cypress Energy Management – TIR, LLC, Counsel for Peninsula Clean Energy Authority	Winston & Strawn LLP	Attn: David Neier	200 Park Avenue		New York	NY	10166-4193	dneier@winston.com
Counsel for California Efficiency + Demand Management Council, Counsel for Cypress Energy Partners, L.P., Tulsa Inspection Resources – PUC, LLC, Tulsa Inspection Resources, LLC, CF Inspection Management, LLC, and Cypress Energy Management – TIR, LLC, Counsel for Peninsula Clean Energy Authority	WINSTON & STRAWN LLP	Attn: Justin E. Rawlins	333 S. Grand Avenue	38th Floor	Los Angeles	CA	90071-1543	jrawlins@winston.com
Counsel for Macquarie Energy LLC	Winston & Strawn LLP	Attn: Michael A. Yuffee	1700 K Street, N.W.		Washington	DC	20006-3817	myuffee@winston.com
Counsel for Hoffman Southwest Corp. dba Professional Pipeline Services	WINTHROP COUCHOT GOLUBOW HOLLANDER, LLP	Attn: Richard H. Golubow	1301 Dove Street	Suite 500	Newport Beach	CA	92660	rgolubow@wcghlaw.com
Counsel for Liberty Mutual Life Insurance Company	Wolkin Curran, LLP	Attn: James D. Curran, Esq.	111 Maiden Lane, 6th Floor		San Francisco	CA	94108	jcurran@wolkincurran.com
Counsel for Ballard Marine Construction, Inc.	Worley Law, P.C.	Attn: Kirsten A. Worley	1572 Second Avenue		San Diego	CA	92101	kw@wlawcorp.com

Exhibit B

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Debtors	PG&E Corporation	Attn: Janet Loduca, Esq. c/o PG&E Corporation and Pacific Gas and Electric Company P.O. Box 770000 77 Beale Street San Francisco, CA 94105
Proposed Attorneys for Debtors	Weil, Gotshal & Manges LLP	Attn: Stephen Karotkin, Esq., Jessica Liou, Esq., and Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153
Proposed Attorneys for Debtors	Keller & Benvenuti LLP	Attn: Tobias Keller, Esq. and Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: David P. Simmons 1999 Avenue of the Stars Suite 600 Los Angeles, CA 90067
Federal Energy Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel 888 First St NE Washington DC 20426
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick Four Embarcadero Center Suite 4000 San Francisco CA 94111-4106
Counsel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC f/k/a Mt. Poso Cogeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC Woodland Biomass Power, LLC f/k/a Woodland Biomass Power Ltd.	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Kevin S. Eckhardt 50 California Street Suite 1700 San Francisco, CA 94111
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation 2970 Market St Philadelphia PA 19104-5016
Interested Party John A. Vos	John A. Vos	1430 Lincoln Avenue San Rafael, CA 94901

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Counsel for Philip Verwey d/b/a Philip Verwey Farms	McCormick Barstow LLP	Attn: H. Annie Duong Counsel for Philip Verwey d/b/a Philip Verwey Farms 7647 North Fresno Street Fresno CA 93720
Office of the United States Attorney for the Northern District of California	Office of the United States Attorney for the Northern District of California	Attn: Bankruptcy Unit Federal Courthouse 450 Golden Gate Avenue San Francisco CA 94102
Interested Party Placer County Office of the Treasurer-Tax Collector	Placer County Office of the Treasurer-Tax Collector	Attn: Robert Kanngiesser 2976 Richardson Drive Auburn CA 95603
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements 1390 Market Street 7th Floor San Francisco CA 94102
U.S. Bankruptcy Court Northern District of CA	U.S. Bankruptcy Court Northern District of CA	Attn: Honorable Dennis Montali PG&E Corp. Chambers Copy 450 Golden Gate Ave, 18th Floor San Francisco CA 94102
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel Washington, DC 20555-0001
Counsel for the United States Department of Energy	United States Department of Justice – Civil Division	Attn: Matthew J. Troy 1100 L Street, N.W. Room 10030 Washington, DC 20530
Counsel for the United States Department of Energy	United States Department of Justice – Civil Division	Attn: Danielle A. Pham 1100 L Street, N.W. Room 10030 Washington, DC 20530
United States Department of Justice – Civil Division		Attn: Danielle A. Pham, Esq. 1100 L Street, NW Room 7106 Washington DC 20005
Interested Party	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe 1400 Douglas Street STOP 1580 Omaha, NE 68179

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Counsel for Ballard Marin Construction, Inc.	William Kastner	Attn: Todd W. Blischke 601 Union Street Suite 4100 Seattle, WA 98101-2380
Counsel for Official Committee of Tort Claimants	Baker& Hostetler, LLP	Attn: Eric Sagerman, Esq. and Cecily Dumas, Esq. 11601 Wilshire Boulevard Suite 1400 Los Angeles, CA 90025-0509
Counsel for Official Committee of Tort Claimants	Baker& Hostetler, LLP	Attn: Robert A. Julian, Cecily A. Dumas 1160 Battery Street Suite 100 San Francisco, CA 94111
Debtors-in-possession financing facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, Esq., David Schiff, Esq., and Timothy Graulich, Esq. 450 Lexington Avenue New York, NY 10017
Counsel for the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Dennis F. Dunne & Samuel A. Khalil 55 Hudson Yards New York, NY 10001-2163
Official Committee of Unsecured Creditors	Milbank LLP	Attn: Paul S. Aronzon, Esq., Gregory A. Bray, Esq., and Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067
Office of the United States Trustee for Region 17	Office of the United States Trustee for Region 17	Attn: James L. Snyder, Esq. & Timothy Lafreddi, Esq. 450 Golden Gate Ave Suite, 5 th Floor, Suite #05-0153 San Francisco CA 94102
Administrative Agent Under the Debtors' Debtor-in- Possession Financing Facility	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Esq., Erez E. Gilad, Esq., and Matthew G. Garofalo, Esq. 180 Maiden Lane New York, NY 10038-4982
Counsel for the collateral Agent Under the Debtors' Debtor-in-Possession Financing Facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, Esq., David Schiff, Esq., and Timothy Graulich, Esq. 450 Lexington Avenue New York, NY 10017
Counsel to the California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Alan W. Kornberg, Esq., Brian S. Hermann, Esq., Walter R. Rieman, Esq., Sean A. Mitchell, Esq., and Neal P. Donnelly, Esq. 1285 Avenue of the Americas New York, NY 10019-6064